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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re :
: **Chapter 11**
SEARS HOLDINGS CORPORATION, et al., :
: **Case No. 18-[] (RDD)**
: **(Joint Administration Requested)**
Debtors.¹ :
-----X

**DECLARATION OF ROBERT A. RIECKER
PURSUANT TO RULE 1007-2 OF LOCAL BANKRUPTCY
RULES FOR SOUTHERN DISTRICT OF NEW YORK**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

I, Robert A. Riecker, make this declaration under 28 U.S.C. § 1746 (the “**Declaration**”):

1. I am the Chief Financial Officer (“**CFO**”) of Sears Holdings Corporation (“**Sears Holdings**”) and have held this role since April 2017. The other debtors in the above-captioned cases are all wholly owned, direct or indirect subsidiaries of Sears Holdings (collectively with Sears Holdings, the “**Debtors**” and, together with their non-Debtor affiliates, the “**Company**”). On October 15, 2018, the Company’s Board of Directors created an Office of the CEO, of which I am a member, and I report to the Board of Directors. Previously, I served as Controller and Head of Capital Markets Activities for the Company. I have been employed by the Company since October 2005.

2. On the date hereof (the “**Commencement Date**”), each Debtor commenced with this court (the “**Court**”) a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). I am knowledgeable and familiar with the Company’s day-to-day operations, business and financial affairs, books and records, and the circumstances leading to the commencement of these chapter 11 cases (the “**Chapter 11 Cases**”).

3. Except as otherwise indicated herein, the facts set forth in this Declaration are based upon my personal knowledge, my review of relevant documents, information provided to me by employees of the Company or the Company’s advisors, or my opinion, which itself would be based upon my experience, knowledge, and information concerning the Company’s operations. If called upon to testify, I would testify competently to the facts set forth in this Declaration.

4. I submit this Declaration pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”) for the purpose of apprising the Court and parties in interest of the circumstances that led to the commencement of the Chapter 11 Cases and in support of the motions and applications that the Debtors have filed with the Court, including the “first-day motions” filed contemporaneously herewith (collectively, the “**First-Day Pleadings**”). I am authorized to submit this Declaration on behalf of the Company.

5. This Declaration is organized in seven (7) parts:

- Section I is an introduction to the Debtors and the Chapter 11 Cases;
- Section II describes the Company’s business, both in terms of the Company’s history, as well as its current operations;
- Section III summarizes the Company’s corporate and capital structure;
- Section IV describes the circumstances that led to the commencement of the Chapter 11 Cases;
- Section V describes the various prepetition restructuring efforts undertaken by the Company;
- Section VI summarizes the First-Day Pleadings and the factual bases for the relief requested therein; and
- Section VII lists the schedules of information required by Local Rule 1007-2 that are annexed hereto.

I.
Introduction

6. Sears, Roebuck and Co. (“**Sears**”) is one of America’s most iconic companies. From its beginnings as a Chicago-based mail-order watch business, Sears grew exponentially over the course of the twentieth century to become the largest retailer in the United States and the world. For well over a century, Sears has been “where America shops.”²

7. Throughout its long and distinguished history, Sears consistently has transformed its business to reach new customers and grow its market share. In its early years, Sears catered to customers residing in rural, remote areas who previously did not have access to a wide variety of goods. Through Sears’ mail-order catalog, such underserved rural customers could purchase any number of products, ranging from housewares to even houses. As the country’s population shifted in the 1920s and 1930s, Sears expanded its business by opening brick-and-mortar stores in urban areas, where customers could browse the products that they previously could only view in the Sears catalog. Later, in the 1960s and 1970s, as families increasingly migrated to suburban neighborhoods, Sears established itself as a staple of American shopping malls, anchoring such malls and leading all retailers in the tool, appliance, lawn and garden, and automotive repair and maintenance retail sectors. More recently, in the 1990s and early 2000s, as customers began to prefer shopping at “big box” retailers over more traditional brick-and-mortar stores, Sears merged with Kmart (as defined herein), thereby adding a big-box format to its portfolio. Over the last 125 years, Sears routinely has adapted its business to navigate shifting population trends and consumer preferences. That agility allowed

² *Sears: Where America Shops* (Sears, Roebuck & Co. television advertisement Dec. 1976), <https://www.youtube.com/watch?v=pWmcbyorhk>.

Sears to flourish into one of America's most trusted brands and, at one time, its most powerful retailer.

8. In recent years, however, it has become apparent that the Company must undergo yet another transformation to remain competitive in today's marketplace. Economic forces adversely affecting the Company's traditional customer base, industry trends, and global shifts in consumer behavior all have had a significant negative impact on the Company's performance. To address these challenges, the Company has implemented a number of initiatives, including expanding its online presence, reducing its physical footprint by closing certain unprofitable stores and reconfiguring the format of others, and creating new efficiencies in pricing, sourcing, and supply chain management. In addition to considerable operating losses driven by significant underperformance, the Company's liquidity position has been negatively impacted by burdensome legacy liabilities, substantial cash interest expense, and nearly \$2 billion of vendor credit contraction. To meet its ongoing liquidity needs, the Company has sought to monetize certain of its assets, including certain real property and intellectual property, or to pledge such assets as collateral to obtain additional financing. Throughout this process, the Company has enjoyed the support of its largest shareholder, ESL Investments, Inc. (together with its principals and affiliates, including ESL Partners, L.P., "**ESL**"),³ which—after consideration by an independent subcommittee of the Company's Board of Directors and its independent legal and financial advisors and, subsequently, the approval of the full Board of Directors (the "**Board**")—consistently has provided financing, extended debt maturities, and converted the interest on certain of its debt holdings to pay-in-kind interest to reduce the Company's cash interest expense. ESL's support has ensured that the Company's doors remain

³ ESL currently beneficially owns approximately 49.7% of Sears Holdings' outstanding stock.

open, and over 68,000 individuals remain employed, while the Company has attempted to turn around its business. As of the date hereof, however, the Company lacks sufficient liquidity to continue normal business operations.

9. The Company has made every possible effort to complete the transformation of its business outside of a formal bankruptcy proceeding given, among other things, the inherent risk of liquidation that large retailers face in chapter 11. Through these efforts, the Company has reduced the exposure of many of its key constituents, including by:

- Reducing or collateralizing its pension obligations by over \$2 billion by entering into a series of agreements with the PBGC (as defined herein), annuitizing certain liabilities of the Pension Plans (as defined herein), contributing amounts directly to the Pension Plans or into the PBGC Escrow (each as defined herein), and monetizing certain assets;
- Cooperating with vendors as they contracted the Company's trade terms, thereby reducing the prepetition amounts owed to such vendors; and
- Refinancing certain of its debt facilities—including the facilities that are secured by certain of the Company's real estate assets—and repaying others—including the First Lien Term Loan A (as defined herein)—with the proceeds of asset sales.

The Company has worked tirelessly in recent years to obtain the necessary runway to turn around the business and demonstrate its vitality. The substantial operating losses that the Company continues to endure under its current format, however, have proven to be insurmountable. Therefore, the Company must avail itself of the protections and tools under chapter 11.

10. Prior to commencing these Chapter 11 Cases, the Company took a number of measures to ensure a seamless transition into chapter 11. First, the Company appointed two new independent directors: Alan J. Carr, Managing Member and Chief Executive Officer of Drivetrain Advisors, and William L. Transier, Founder and Chief Executive Officer of Transier

Advisors, LLC, to the Board. The Board also appointed Mohsin Y. Meghji, Managing Partner of M-III Partners, as Chief Restructuring Officer of the Company. These individuals bring decades of restructuring and operational turnaround and transformation experience to the Company.

11. Second, the Board formed a special committee (the “**Restructuring Committee**”), composed solely of independent directors, to oversee the Company’s restructuring process. The Restructuring Committee consists of Mr. Carr, Paul G. DePodesta, Ann N. Reese, and Mr. Transier. The Restructuring Committee has full decision-making authority with respect to transactions involving ESL or in which ESL may have a conflict of interest.

12. Third, the Restructuring Committee, with the authorization of the Board, formed a subcommittee (the “**Subcommittee**”) to review affiliate transactions that were consummated prior to the Commencement Date and to evaluate whether there are any viable causes of action with respect to such transactions. The Subcommittee has retained independent counsel, Paul, Weiss, Rifkind, Wharton & Garrison LLP (“**Paul Weiss**”) and is authorized to retain other counsel and advisors. Working with the assistance of Paul Weiss, the Subcommittee, in its sole discretion, will evaluate such prepetition transactions and determine appropriate action with respect thereto. The Subcommittee is composed of Mr. Carr and Mr. Transier.

13. The Chapter 11 Cases, among other things, will provide the Debtors a much-needed reprieve from their short-term liquidity issues. The Debtors’ prepetition senior secured asset-based revolving lenders (the “**Senior Lenders**”) have agreed to support the Debtors’ operations by providing up to \$1.83 million senior secured superpriority priming

debtor in possession asset-based credit facility (the “**DIP ABL Facility**”), with \$300 million of new incremental capacity. In addition to the DIP ABL Facility, the Debtors intend to solicit, and have made substantial progress on a term sheet for, a \$300 million junior debtor in possession term loan (the “**Junior DIP Financing**” and, together with the DIP ABL Facility, the “**DIP Financing**”). The Debtors and their advisors carefully analyzed the Debtors’ financial needs during these Chapter 11 Cases and determined that the proposed DIP Financing, in combination with the proceeds of contemplated going-out-of-business sales, should adequately address the Debtors’ liquidity needs.

14. Armed with the protections and tools afforded to them by the Bankruptcy Code, the Debtors now seek the Court’s protection to evaluate critically the future of the Company. In the days leading up to these Chapter 11 Cases, the Debtors engaged in productive discussions with their major creditor constituencies, including the Senior Lenders, the lenders under the Second Lien Credit Agreement (as defined herein), and the PBGC (as defined herein) to explore various paths forward for the Company. These discussions will continue postpetition.

15. The Debtors believe that there is a viable path forward for a reorganization around a smaller footprint of profitable stores. Approximately 400 of the Debtors’ stores are four-wall EBITDA positive (before any lease concessions)—the Debtors intend to sell these and other viable stores, or a substantial portion thereof, as a going concern pursuant to section 363 of the Bankruptcy Code. A successful sale of these viable stores as a going concern not only will save Sears and Kmart (as defined herein), but also the jobs of the tens of thousands of employees that depend on the continued operation of such stores. The Debtors are in discussions with ESL regarding a stalking-horse bid for the purchase of the Company’s viable

store base, which would be a right-sized version of the Company that would be operated as a going concern. Additionally, the Debtors expect to market and sell certain of the Company's non-core assets, such as intellectual property and specialty businesses, to help finance the Chapter 11 Cases and maximize value. The Debtors have moved those discussions within the confines of the Chapter 11 Cases to provide all of the Company's stakeholders, as well as the Court, with the opportunity to evaluate the wisdom of those transactions. Unfortunately, the Debtors must close 142 stores that operate at significant losses at the outset of these Chapter 11 Cases and conduct going-out-of-business sales with respect to those stores as efficiently as possible to access much-needed liquidity, eliminate the associated cash burn, and take advantage of the winter holiday season. As these Chapter 11 Cases progress, the Debtors will continue to evaluate their remaining stores.

16. Time is of the essence in these Chapter 11 Cases. The Debtors currently burn a significant amount of cash—approximately \$125 million per month—in the course of operating their business. This burn rate is due, at least in part, to the discrepancy between the Company's operational capacity, which can support a business of the Company's previous size, and the Company's current, reduced footprint that has resulted from its ongoing store closure initiative. The Debtors hope that this imbalance will be corrected through the purchase of the Company's viable stores, but in the meantime, these Chapter 11 Cases must progress with all due speed to stem these substantial operating losses that will continue to decrease the value of the Debtors' estates. Thus, the Debtors intend to file a chapter 11 plan shortly after the date hereof in an effort to exit chapter 11 as quickly as possible.

17. These Chapter 11 Cases present an opportunity for Sears to once again transform its business and to position itself for success in the twenty-first century. The Debtors

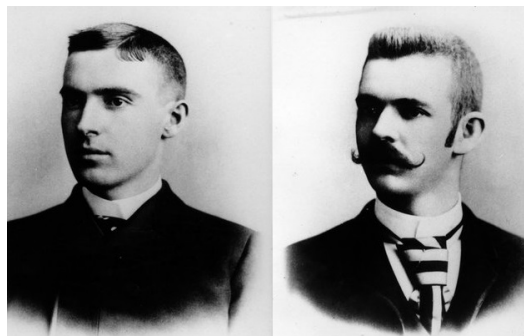
hope that the Company will emerge from these Chapter 11 Cases, whether pursuant to a chapter 11 plan of reorganization or a successful sale process, as a streamlined—and profitable—version of itself. To succeed, however, the Debtors need the cooperation of their stakeholders to reach agreement on a chapter 11 plan and to exit chapter 11 as quickly and efficiently as possible, thereby minimizing both the negative impact on the Debtors' business and the costs of administering these Chapter 11 Cases.

18. Without stakeholder cooperation and support, a reorganization simply is not possible. Throughout these Chapter 11 Cases, therefore, the following question should remain at the forefront of every stakeholder's mind: Will Sears be relegated to the dustbin of history, and will 68,000 Americans lose their jobs, or will Sears enter the next chapter of its life as an iconic American company, enduring yet another shift in the retail landscape? The answer to such question lies in the level of support and cooperation that the Debtors receive from each of their stakeholders—lenders, counterparties, vendors, and employees—during these Chapter 11 Cases.

II. **The Company's Business**

A. The Company's History

19. In 1886, Richard W. Sears, a railroad station agent, purchased an unwanted collection of watches from a local jeweler in Minneapolis, Minnesota, and began reselling those watches to his coworkers. Finding modest success selling watches, Richard W. Sears founded R.W. Sears Watch Co. and moved to Chicago, Illinois, where he partnered with watchmaker Alvah C. Roebuck. The two men founded a new business: Sears, Roebuck and Co.



Richard W. Sears and Alvah C. Roebuck. Source: United Press International.


20. At the time of Sears' inception, America largely was still a rural and agricultural society. To reach customers, most of whom were located in remote areas, Sears leveraged the services of the United States Postal Service to distribute mail-order catalogs throughout the country. At first, these catalogs offered only watches and other jewelry. By the turn of the twentieth century, Sears significantly expanded its product offerings. Sears' customers, many of whom previously had access only to small general stores, now could purchase myriad products through Sears' catalog, including shoes, women's garments, wagons, fishing tackle, stoves, furniture, china, musical instruments, saddles, firearms, buggies, bicycles, baby carriages, and glassware. By 1908, customers could even purchase materials and plans to build houses for their families.



Covers of the Spring 1898 and Spring 1900 Sears catalogs. Source: <https://chicagology.com>

\$2,065⁰⁰ Completely BUILDS AND FINISHES
This \$3,000.00 Ten-Room Residence

As Proven by our FREE Plan, Specifications and Complete Itemized Bill of Materials.
THREE PLANS AND PRICES OF CHANGES TO SUIT ON CONDITIONS EXPLAINED ON PAGE 1.



MODERN HOME No. 102

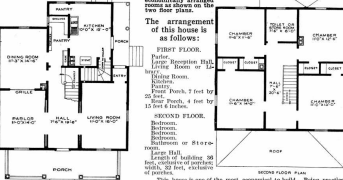
This house, containing 10 rooms, is a very desirable and economical structure. It is a two-story, two-and-a-half-bay Colonial style house, with a gambrel roof, dormer windows, and a central chimney. The arrangement is as follows:

FIRST FLOOR.
Parlor, 12 feet by 12 feet.
Living Room, 12 feet by 12 feet.
Dining Room, 12 feet by 12 feet.
Kitchen, 10 feet by 10 feet.
Breakfast Room, 7 feet by 10 feet.
Bath, 5 feet by 5 feet.
HALL, 12 feet by 12 feet.

SECOND FLOOR.
Bed Room, 12 feet by 12 feet.
Bed Room, 12 feet by 12 feet.
Bed Room, 12 feet by 12 feet.
Bed Room, 12 feet by 12 feet.
Bath, 5 feet by 5 feet.
HALL, 12 feet by 12 feet.

THIRD FLOOR.
Attic, 12 feet by 12 feet.
Attic, 12 feet by 12 feet.
Attic, 12 feet by 12 feet.
Attic, 12 feet by 12 feet.
Attic, 12 feet by 12 feet.
Attic, 12 feet by 12 feet.

PLAN



Check the list. Send for the plan (color print), specifications and bill of material (each sent by mail) for the very best reference. All orders for plans and specifications must be accompanied by cash or money order. Plans and specifications are sent by mail for a small additional charge. Write for particulars.

SEARS, ROEBUCK & CO., CHICAGO, ILL.

—12—

BOOK OF MODERN HOMES

An advertisement for a home-building kit in a 1908 Sears catalog. Source: <http://www.searsarchives.com>

21. Sears' early innovation in the retail sector was not limited to its revolutionary mail-order catalog—Sears also offered first-of-its-kind consumer credit on a nationwide scale, selling many of its products on a cash-on-delivery basis. Under this program, a customer simply submitted an order for a product without remitting the purchase price, and Sears delivered the product to a nearby warehouse, where the customer could inspect and use the product prior to purchasing it. A customer was under no obligation to pay for the product unless he or she was satisfied with its quality.

[illegible]

An 1899 advertisement for a sewing machine, which was offered on cash-on-delivery terms. Source: Ann Arbor District Library.

22. In 1925, Sears began opening brick-and-mortar stores to expand its customer base into the cities as Americans increasingly moved to urban areas and the population became increasingly mobile due to the rising popularity of automobiles. Thereafter, Sears rapidly expanded, opening hundreds of stores across America. Eventually, Sears' brick-and-mortar stores surpassed its mail-order catalog as Sears' primary revenue driver, with retail sales exceeding mail-order sales for the first time in 1931.



The grand opening of a Sears store on State Street in Chicago in 1932. Source: Sears, Roebuck and Co.

23. From the 1930s to the 1980s, Sears expanded its business far beyond the retail sector, adding, among others, Allstate Insurance (“**Allstate**”), Dean Witter Reynolds Organization, Inc. (“**Dean Witter**”), and Coldwell Banker Real Estate Group (“**Coldwell Banker**”) to its portfolio. In 1973, Sears completed and opened the Sears Tower—now known as the Willis Tower—in Chicago, which served as Sears’ headquarters and surpassed the World Trade Center in New York City as the tallest building in the world at the time. In 1985, Sears introduced the *Discover*® credit card (the “**Discover Card**”), the first credit card to offer cash rewards to customers based on the volume of their purchases. Additionally, during this period, Sears introduced a number of private-label brands that, to this day, are synonymous with quality

and dependability: *Kenmore*® appliances, *DieHard*® automotive batteries, and *Craftsman*® tools.⁴



Craftsman® tools in a 1956 Sears catalog. Source: Patricia Wall/*The New York Times*.

24. Toward the end of the twentieth century, Sears streamlined its businesses and consolidated its retail business, which, by that time, primarily centered on stores that anchored suburban shopping malls located throughout the United States. Sears sold, among other things, its holdings in Allstate, Dean Witter, Coldwell Banker, Discover Card, and the Sears Tower. In 2004, Sears merged with Kmart Holding Corporation (together with its direct and indirect subsidiaries, “**Kmart**”). In connection with the merger (the “**Sears-Kmart Merger**”), Sears Holdings was formed to serve as the parent entity of the post-merger Company, and the Company took its contemporary form.

B. The Company’s Current Operations

25. The Company currently operates 687 retail stores in forty-nine (49) states, Guam, Puerto Rico, and the U.S. Virgin Islands under the *Sears*® and *Kmart*® brands and is a market leader in the appliance, tool, lawn and garden, fitness equipment, and automotive repair

⁴ As detailed below, Sears recently divested itself of the *Craftsman*® brand. See discussion *infra* § IV.C.

and maintenance retail sectors. The Company operates department stores, which primarily are based in traditional shopping malls and serve as anchor tenants in such malls, under the *Sears®* banner. *Sears®* stores, which average 159,000 square feet, offer a wide variety of products across many merchandise categories, including appliances, consumer electronics, tools, sporting goods, outdoor furniture, lawn and garden equipment, automotive tires and batteries, and home fashion products, as well as apparel, footwear, jewelry, and accessories.

sears®

The current *Sears®* logo. Source: Sears Holdings Corporation.



A *Sears®* department store. Source: Sears Holdings Corporation.

The Company operates big-box discount stores under the *Kmart®* banner. *Kmart®* stores primarily are located in strip malls and “power centers” and average approximately 94,000 square feet across one floor. *Kmart®* stores carry a wide variety of products, including consumer electronics, seasonal merchandise, outdoor furniture, children’s toys, lawn and garden equipment, certain grocery items, and apparel. Certain *Kmart®* stores also feature in-store pharmacies.



The current *Kmart*® logo. Source: Sears Holdings Corporation.



A *Kmart*® big-box store. Source: Sears Holdings Corporation.

26. Both *Sears*® and *Kmart*® stores offer products sold under well-known brands to which the Company holds the exclusive rights, including *Jaclyn Smith*®, *Joe Boxer*®, and *Route 66*®. The Company also offers *Craftsman*® tools and products for sale in its stores. Additionally, the Company sells products under certain key proprietary brands, including *Kenmore*® appliances and *DieHard*® automotive batteries.

Kenmore.

The current *Kenmore*® logo. Source: Sears Holdings Corporation.

DieHard.

The current *DieHard*® logo. Source: Sears Holdings Corporation.

27. Additionally, the Company operates certain specialty stores, such as Sears Auto Centers. Sears Auto Centers offer a variety of professional automotive repair and

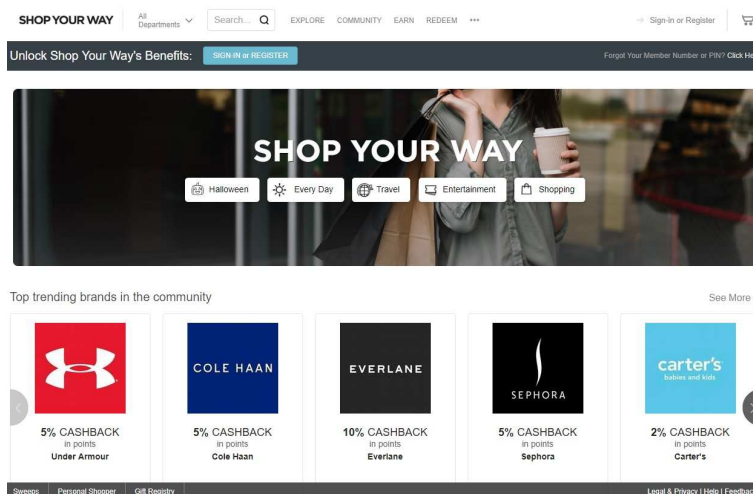
maintenance services, as well as a full assortment of automotive products and accessories. Sears Auto Centers are primarily located in free-standing structures, separate and apart from *Sears®* stores.



A Sears Auto Center. Source: Brandon K.

28. The Company also operates a business that focuses on providing various home services solutions (“**Sears Home Services**”). Sears Home Services is the nation’s largest provider of appliance repair services, answering nearly 5 million service calls annually. In addition to appliance repair services, Sears Home Services delivers a broad range of services, including HVAC maintenance and repair and home improvement services with respect to siding, windows, cabinet refacing, kitchen remodeling, roofing, carpet and upholstery cleaning, air duct cleaning, and garage door installation and repair. The Company also provides repair parts with supporting instructions through its Sears Parts Direct website (<http://www.searspartsdirect.com>) for customers that prefer to perform repair services themselves. Additionally, the Company offers protection agreements and warranties with respect to the appliances and products sold in its stores.

29. The Company also hosts a number of websites under the sears.com and kmart.com domains, which offer millions of products and provide the Company's customers with services such as free in-store pick up at *Sears®* and *Kmart®* stores. In addition, the Company offers a robust, membership-based online shopping experience through its *Shop Your Way®* platform. Members of *Shop Your Way®* can shop, compare, purchase items, and earn rewards points that may be used toward future purchases. Members of *Shop Your Way®* also enjoy special pricing, exclusive sales, events, access to celebrity brands, and sweepstakes.



The *Shop Your Way®* platform. Source: <http://www.shopyourway.com>.

30. The Company employs approximately 68,000 individuals, of whom approximately 32,000 are full-time employees (the “**Full-Time Employees**”) and approximately 36,000 are part-time employees (the “**Part-Time Employees**” and, together with the Full-Time Employees, the “**Employees**”). A small percentage of the Employees are covered under collective bargaining agreements. With respect to fiscal year 2017, the Company's audited consolidated financial statements reflect total revenues of approximately \$16.70 billion. As of August 4, 2018, the Company's unaudited consolidated financial statements reflect assets totaling approximately \$6.94 billion and liabilities totaling approximately \$11.34 billion.

III.
Corporate and Capital Structure

A. Corporate Structure

31. Sears Holdings was formed in 2004 as a Delaware corporation in connection with the Sears-Kmart Merger and serves as the Company's parent entity. Sears Holdings' principal place of business is in Hoffman Estates, Illinois. All of the Debtors are direct or indirect subsidiaries of Sears Holdings. A chart illustrating the Company's capital and corporate organization structure, as of the date hereof, is annexed hereto as **Exhibit A**.

32. Sears Holdings' Board is composed of eight (8) members, including five (5) independent directors: (i) Edward S. Lampert, Chairman; (ii) Alan J. Carr (independent); (iii) Paul G. DePodesta (independent); (iv) Kunal S. Kamalani; (v) William C. Kunkler, III (independent); (vi) Ann N. Reese (independent); (vii) Thomas J. Tisch; and (viii) William L. Transier (independent). Sears Holdings' current senior management team includes (i) Robert A. Riecker, Chief Financial Officer; (ii) J. Mitchell Bowling, Chief Executive Officer, Sears Home Services; (iii) Leena Munjal, Chief Digital Officer; (iv) Robert J. "B.J." Naedele, Chief Commercial Officer, Shop Your Way; (v) Perry "Dean" Schwartz, President, Hardlines; and (vi) Stephen L. Sitley, General Counsel and Chief Compliance Officer.⁵

33. Additional information regarding the Sears Holdings' senior management team is set forth in **Schedule 10** annexed hereto.

B. Prepetition Capital Structure

34. As of the Commencement Date, the Debtors are indebted under the following facilities, as detailed below: (i) First Lien Credit Facility; (ii) Stand-Alone L/C

⁵ The directors, managers, and/or officers, as applicable, of the Debtors other than Sears Holdings vary, but such directors, managers, and/or officers, as applicable, generally are employees of the Company.

Facility; (iii) Second Lien Credit Facility; (iv) Second Lien PIK Notes; (v) Second Lien Notes; (vi) IP/Ground Lease Term Loan; (vii) Consolidated Secured Loan Facility; (viii) Holdings Unsecured PIK Notes; (ix) Holdings Unsecured Notes; (x) SRAC Unsecured PIK Notes; and (xi) SRAC Unsecured Notes (each as defined herein). Additionally, certain of the Debtors and their non-Debtor affiliates have issued intercompany notes (the “**Intercompany Notes**”), including KCD Asset-Backed Notes and SRAC Medium Term Notes (each as defined herein). Further, certain non-Debtors are indebted under the Sparrow Term Loan and Sparrow Mezzanine Term Loan.

| As of Commencement Date: Debt Facilities | Principal Outstanding (\$ millions) |
|---|--|
| Revolving Credit Facility | \$ 836.0 |
| First Lien Letters of Credit | 123.8 |
| First Lien Term Loan A | -- |
| First Lien Term Loan B | 570.8 |
| FILO Term Loan | 125.0 |
| Total First Lien Debt | \$ 1,655.6 |
| Stand-Alone L/C Facility | \$ 271.1 |
| Second Lien Term Loan | \$ 317.1 |
| Second Lien Line of Credit | 525.0 |
| Alternative Tranche Line of Credit Loans | 45.0 |
| Second Lien PIK Notes | 175.4 |
| Second Lien Notes | 89.0 |
| Total Second Lien Debt | \$ 1,151.5 |
| IP/Ground Lease Term Loan | 231.2 |
| Consolidated Secured Note A | 108.1 |
| Consolidated Secured Note B | 723.3 |
| Total Secured Loan Debt | \$ 1,062.6 |
| Holdings Unsecured PIK Notes | \$ 222.6 |
| Holdings Unsecured Notes | 411.0 |
| SRAC Unsecured PIK Notes | 107.9 |
| SRAC Unsecured Notes | 185.6 |
| Total Unsecured Debt | \$ 927.0 |
| Total Funded Debt | \$ 5,067.8 |
| Intercompany Notes | |
| KCD Asset-Backed Notes | \$ 900.0 |
| SRAC Medium Term Notes | 2,311.8 |
| Total Intercompany Debt | \$ 3,211.8 |
| Sparrow Structure | |
| Sparrow Term Loan | \$ 111.0 |
| Sparrow Mezzanine Term Loan | 513.2 |
| Total Sparrow Structure Debt | \$ 624.2 |

(i) *First Lien Credit Facility*. Pursuant to that certain Third Amended and Restated Credit Agreement, dated as of July 21, 2015 (as amended, supplemented, or otherwise modified prior to the date hereof, the “**First Lien Credit Agreement**”), between, among others, Bank of America, N.A., as administrative agent, co-collateral agent and swing line lender, Wells Fargo Bank, National Association, as co-collateral agent, a syndicate of financial institutions and other institutional lenders (collectively, the “**First Lien Lenders**”), Sears Roebuck Acceptance Corp. (“**SRAC**”) and Kmart Corporation (“**Kmart Corp.**”), as borrowers, and Sears Holdings, the First Lien Lenders have extended (a) an asset-based revolving credit facility with current commitments of \$1.5 billion (including a letter of credit sublimit of up to \$1 billion (the “**First Lien Letter of Credit**”)), subject to a borrowing base formula, which matures on July 20, 2020 (the “**Revolving Credit Facility**”); (b) a term loan in an original principal amount of \$1 billion, which has been repaid in full (the “**First Lien Term Loan A**”); (c) a term loan in an original principal amount of \$750 million, which matures on July 20, 2020 (the “**First Lien Term Loan B**”); and (d) a “first-in, last-out” term loan in an original principal amount of \$125 million, which matures on July 20, 2020 (the “**FILO Term Loan**” and, together with the Revolving Credit Facility, the First Lien Term Loan A and the First Lien Term Loan B, collectively, the “**First Lien Credit Facility**”). The obligations of SRAC and Kmart Corp. under the First Lien Credit Facility are guaranteed by Sears Holdings, SRAC, Kmart Corp., and each domestic subsidiary of Sears Holdings that owns any credit card receivables, pharmacy receivables or inventory (collectively, together with Sears Holdings, SRAC and Kmart Corp., the “**First Lien Guarantors**”) and secured by a lien on, among other things, the credit card receivables, pharmacy receivables, inventory, prescription lists, deposit accounts, and cash owned by the First Lien Guarantors (the “**First Lien Collateral**”). As of the Commencement

Date, SRAC, Kmart Corp. and the other First Lien Guarantors are liable to the First Lien Lenders in the aggregate principal amount of approximately \$1.656 billion in respect of loans and/or advances made and letters of credit or letter of credit guaranties issued pursuant to the First Lien Credit Agreement,⁶ plus unliquidated amounts, including interest thereon and fees, expenses, charges, and other obligations incurred in connection therewith as provided under the First Lien Credit Agreement.

(ii) *Stand-Alone L/C Facility*. Pursuant to that certain Letter of Credit and Reimbursement Agreement, dated as of December 28, 2016 (as amended, supplemented, or otherwise modified prior to the date hereof, the “**Stand-Alone L/C Facility Agreement**”), among SRAC and Kmart Corp., as borrowers, Sears Holdings, Citibank, N.A., as administrative agent and issuing bank, and a syndicate of financial institutions (including JPP, LLC and JPP II, LLC⁷), as L/C lenders (collectively, the “**Stand-Alone L/C Facility Lenders**”), the Stand-Alone L/C Facility Lenders have provided the Company with approximately \$271.1 million in letters of credit, which mature on December 28, 2019 (the “**Stand-Alone L/C Facility**”). The letters of credit issued under the Stand-Alone L/C Facility are posted to guarantee certain workers’ compensation insurance policies and other obligations. The obligations of SRAC and Kmart Corp. under the Stand-Alone L/C Facility are guaranteed by the First Lien Guarantors and secured jointly and *pari passu* with the obligations under the First Lien Credit Facility by a lien on the First Lien Collateral. In any enforcement action with respect to the First Lien Collateral, proceeds of First Lien Collateral are applied to repay obligations under the Stand-Alone L/C Facility only after all obligations under the First Lien Credit Facility are repaid in full. As of the

⁶ ESL holds approximately \$70.0 million of the outstanding principal amount due under the FILO Term Loan.

⁷ JPP, LLC and JPP II, LLC are affiliates of ESL.

Commencement Date, SRAC, Kmart Corp., and the other First Lien Guarantors are liable to the Stand-Alone L/C Facility Lenders in the aggregate principal amount of up to approximately \$271.1 million in respect of letters of credit or letter of credit guaranties issued pursuant to the Stand-Alone L/C Facility Agreement, plus unliquidated amounts including interest thereon and fees, expenses, charges, and other obligations incurred in connection therewith as provided under the Stand-Alone L/C Facility Agreement.⁸

(iii) *Second Lien Credit Facility.* Pursuant to that certain Second Lien Credit Agreement, dated as of September 1, 2016 (as amended, supplemented, or otherwise modified prior to the date hereof, the “**Second Lien Credit Agreement**”), among Sears Holdings, SRAC and Kmart Corp., as borrowers, Sears Holdings, certain subsidiaries of Sears Holdings, as guarantors, JPP, LLC as administrative agent and collateral administrator, and certain financial institutions and other institutional lenders (including JPP, LLC and JPP II, LLC), as lenders (collectively, the “**Second Lien Credit Facility Lenders**”), the Second Lien Credit Facility Lenders have provided the Debtors with (i) a term loan in an original principal amount of \$300 million, which matures on July 20, 2020 (the “**Second Lien Term Loan**”), (ii) a line of credit facility (the “**Second Lien Line of Credit**”), pursuant to which the Company may from time to time borrow line of credit loans, in the sole and absolute discretion of the applicable Second Lien Credit Facility Lenders, in an amount not to exceed \$600 million at any time outstanding with maximum duration of 270 days and (iii) an alternative tranche line of credit loan in an initial principal amount of approximately \$45.0 million, which matures on October 15, 2018 (the “**Alternative Tranche Line of Credit Loans**” and, together with the Second Lien Term Loan and the Second Lien Line of Credit, the “**Second Lien Credit Facility**”). The Company

⁸ ESL has backstopped approximately \$105.7 million of the letters of credit outstanding under the Stand-Alone L/C Facility Agreement.

incurred the Alternative Tranche Line of Credit Loan as a result of a transaction that occurred in July 2018, pursuant to which an unaffiliated third-party holder of Second Lien Notes tendered such notes in exchange for a like principal amount of Alternative Tranche Line of Credit Loans (the “**Alternative Tranche Exchange**”). The obligations of SRAC and Kmart Corp., as applicable, under the Second Lien Credit Facility are guaranteed by Sears Holdings, SRAC, Kmart Corp. and each domestic subsidiary of Sears Holdings that owns any credit card receivables or inventory (collectively, together with Sears Holdings, SRAC, and Kmart Corp., the “**Second Lien Guarantors**”) and secured by a lien on, among other things, the credit card receivables and inventory owned by the Second Lien Guarantors (the “**Second Lien Collateral**”), which lien is junior in priority to the lien securing the First Lien Credit Facility and the Stand-Alone L/C Facility. The relative rights and priorities of the First Lien Credit Facility Lenders, the Second Lien Credit Facility Lenders, the holders of Second Lien PIK Notes (as defined herein), and the holders of Second Lien Notes (as defined herein) are set forth in that certain Second Amended and Restated Intercreditor Agreement, dated as of October 12, 2010 (as amended and restated on September 1, 2016 and as further amended and restated on March 20, 2018). The Second Lien Term Loan is convertible at the option of the applicable Second Lien Credit Facility Lenders or, under certain circumstances, Sears Holdings, into equity of Sears Holdings. Interest on the Second Lien Term Loan is payable, at the election of Sears Holdings, in whole or in part, in cash or by increasing the principal amount of the outstanding Second Lien Term Loan. As of the Commencement Date, Sears Holdings, SRAC, Kmart Corp., and the other Second Lien Guarantors are liable to the Second Lien Credit Facility Lenders in the aggregate principal amount of approximately \$887.1 million in respect of advances, plus unliquidated

amounts including interest thereon and fees, expenses, charges, and other obligations incurred in connection therewith as provided under the Second Lien Credit Agreement.⁹

(iv) *Second Lien PIK Notes*. Pursuant to that certain Indenture, dated as of March 20, 2018 (as amended, supplemented, or otherwise modified prior to the date hereof, the “**Second Lien PIK Notes Indenture**”), among Sears Holdings, certain subsidiaries of Sears Holdings, as guarantors, and Computershare Trust Company, N.A. as trustee, Sears Holdings issued 6 5/8% Senior Secured Convertible PIK Toggle Notes due 2019 (the “**Second Lien PIK Notes**”) in an original principal amount of approximately \$169.8 million. Sears Holdings issued the Second Lien PIK Notes as a result of an exchange transaction that occurred in March 2018 (the “**Second Lien Notes Exchange**”), pursuant to which certain holders of Second Lien Notes tendered such notes in exchange for a like principal amount of Second Lien PIK Notes. The effect of the Second Lien Notes Exchange was to eliminate the cash interest expense associated with, and extend the maturity by one year on, the principal amount of Second Lien Notes that were tendered, while granting to tendering holders and, under certain circumstances, Sears Holdings, the right to convert Second Lien PIK Notes into equity of Sears Holdings. The Second Lien PIK Notes mature on October 15, 2019, and interest thereon is payable semi-annually, at the election of Sears Holdings, in whole or in part, in cash or by increasing the principal amount of the outstanding Second Lien PIK Notes. Sears Holdings’ obligations under the Second Lien PIK Notes are guaranteed by the Second Lien Guarantors and secured jointly and *pari passu* with the obligations under the Second Lien Credit Facility by a lien on the Second Lien Collateral. As of the Commencement Date, the outstanding principal amount of the Second Lien Notes was approximately \$175.4 million, plus unliquidated amounts including interest thereon

⁹ ESL holds approximately \$819.6 million of the outstanding principal amount due under the Second Lien Credit Facility.

and fees, expenses, charges, and other obligations incurred in connection therewith as provided under the Second Lien PIK Notes Indenture.¹⁰

(v) *Second Lien Notes.* Pursuant to that certain Indenture, dated as of October 12, 2010 (as amended, supplemented, or otherwise modified prior to the date hereof, the “**Second Lien Notes Indenture**”), among Sears Holdings, certain subsidiaries of Sears Holdings, as guarantors, and Wilmington Trust, National Association as successor trustee and collateral agent, Sears Holdings issued 6 5/8% Senior Secured Notes due 2018 (the “**Second Lien Notes**”) in an original principal amount of \$1.25 billion. The Second Lien Notes mature on October 15, 2018, and interest thereon is payable in cash semi-annually. Sears Holdings’ obligations under the Second Lien Notes are guaranteed by the Second Lien Guarantors and secured jointly and *pari passu* with the obligations under the Second Lien Credit Facility and the Second Lien PIK Notes by a lien on the Second Lien Collateral. In any enforcement action with respect to the Second Lien Collateral, proceeds of Second Lien Collateral are applied to repay obligations under the Second Lien Notes only after all obligations under each of the Second Lien Credit Facility and the Second Lien PIK Notes are repaid in full. As of the Commencement Date, the outstanding principal amount of the Second Lien Notes was approximately \$89.0 million, plus unliquidated amounts including interest thereon and fees, expenses, charges, and other obligations incurred in connection therewith as provided under the Second Lien Notes Indenture.

(vi) *IP/Ground Lease Term Loan.* Pursuant to that certain Term Loan Credit Agreement, dated as of January 4, 2018 (as amended, supplemented, or otherwise modified prior to the date hereof, the “**IP/Ground Lease Term Loan Agreement**”), between, among others,

¹⁰ ESL holds approximately \$20.7 million of the outstanding principal amount of Second Lien PIK Notes.

SRAC and Kmart Corp., as borrowers, Sears Holdings, certain subsidiaries of Sears Holdings, as guarantors, JPP, LLC, as administrative agent and collateral administrator, and certain financial institutions and other institutional lenders (including JPP, LLC and JPP II, LLC), as lenders (collectively, the “**IP/Ground Lease Lenders**”), the IP/Ground Lease Lenders made a loan in an original principal amount of \$100 million (the “**IP/Ground Lease Term Loan Facility**”),¹¹ secured by a lien on, among other things, substantially all of the unencumbered intellectual property of Sears Holdings and its subsidiaries other than intellectual property relating to the *Kenmore*® and *DieHard*® brands, as well as by certain real property interests, in each case subject to certain exclusions. The obligations of SRAC and Kmart Corp. under the IP/Ground Lease Term Loan Facility are guaranteed by Sears Holdings and each domestic subsidiary of Sears Holdings that is a First Lien Guarantor or owns certain material intellectual property (collectively, the “**IP/Ground Lease Guarantors**”). The IP/Ground Lease Term Loan Facility matures on July 20, 2020. As of the Commencement Date, SRAC, Kmart Corp., and the other IP/Ground Lease Guarantors are liable to the IP/Ground Lease Lenders in the aggregate amount of approximately \$231.2 million, in respect of outstanding principal amount, plus unliquidated amounts including interest thereon and fees, expenses, charges, and other obligations incurred in connection therewith as provided under the IP/Ground Lease Term Loan Agreement.¹²

(vii) *Consolidated Secured Loan Facility.* Pursuant to that certain Third Amended and Restated Loan Agreement, dated as of June 4, 2018 (as amended, supplemented, or otherwise modified prior to the date hereof, the “**Consolidated Secured Loan Agreement**”),

¹¹ In January and February 2018, the IP/Ground Lease Lenders, in addition to certain unaffiliated lenders, made additional advances in the aggregate principal amount of approximately \$150 million.

¹² ESL holds approximately \$152.4 million of the outstanding principal amount due under the IP/Ground Lease Term Loan Agreement.

between, among others, Sears, Kmart Stores of Illinois LLC, Kmart of Washington LLC, Kmart Corp., SHC Desert Springs, LLC, Innovel Solutions, Inc., Sears Holdings Management Corporation, Maxserv, Inc., Troy Coolidge No. 13, LLC, Sears Development Co. and Big Beaver of Florida Development, LLC, as borrowers (collectively, the “**Consolidated Secured Loan Borrowers**”), Sears Holdings, as guarantor, JPP, LLC, as agent, and JPP, LLC, JPP II, LLC, and Cascade Investment, L.L.C., as lenders (collectively, the “**Consolidated Secured Loan Facility Lenders**”), the Consolidated Loan Facility Lenders consolidated certain outstanding loans and made additional advances in an aggregate original principal amount of approximately \$779.1 million (the “**Consolidated Secured Loan Facility**”),¹³ secured by a lien on, among other things, a portfolio of real estate assets. The obligations of the Consolidated Secured Loan Borrowers under the Consolidated Secured Loan Facility are guaranteed by Sears Holdings. The Consolidated Secured Loan Facility matures on July 20, 2020. As of the Commencement Date, the aggregate principal amount of the Consolidated Secured Loan Facility was approximately \$831.4 million, including approximately \$108.1 million structured as a “first out” tranche evidenced by promissory note “A” (“**Consolidated Secured Note A**”), which note is held by Cascade Investment, LLC, and approximately \$723.3 million, evidenced by promissory note “B” (“**Consolidated Secured Note B**”), which note is held by JPP, LLC and JPP II, LLC.

(viii) *Holdings Unsecured PIK Notes.* Pursuant to that certain Second Supplemental Indenture, dated as of March 20, 2018, to that certain Indenture, dated as of

¹³ In September 2018, the Consolidated Secured Loan Facility Lenders made an additional advance in the aggregate principal amount of approximately \$75 million. In consideration for such additional advance, the Consolidated Secured Loan Borrowers granted the Consolidated Secured Loan Facility Lenders a first priority lien on an additional 20 real properties. Certain of these real properties subsequently were released from the collateral securing the Consolidated Secured Loan Facility.

November 21, 2014 (as amended, supplemented, or otherwise modified prior to the date hereof, the “**Holdings Unsecured Indenture**”), between Sears Holdings and Computershare Trust Company, N.A., as trustee, Sears Holdings issued 8% Senior Unsecured Notes Convertible PIK Notes due 2019 (the “**Holdings Unsecured PIK Notes**”) in an original principal amount of approximately \$214 million. Sears Holdings issued the Holdings Unsecured PIK Notes as a result of an exchange transaction (the “**Holdings Unsecured Notes Exchange**”), pursuant to which certain holders of Holdings Unsecured Notes tendered such notes in exchange for a like principal amount of Holdings Unsecured PIK Notes. The effect of the Holdings Unsecured Notes Exchange was to eliminate the cash interest expense associated with the principal amount of Holdings Unsecured Notes that were tendered, while granting to tendering holders and, under certain circumstances, Sears Holdings, the right to convert Holdings Unsecured PIK Notes into equity of Sears Holdings. The Holdings Unsecured PIK Notes mature on December 15, 2019, and interest thereon is payable semi-annually, at the election of Sears Holdings, in whole or in part, in cash or by increasing the principal amount of the outstanding Holdings Unsecured PIK Notes. As of the Commencement Date, the outstanding principal amount of the Holdings Unsecured PIK Notes was approximately \$222.6 million, plus unliquidated amounts including interest thereon and fees, expenses, charges, and other obligations incurred in connection therewith as provided under the Holdings Unsecured Indenture.¹⁴

(ix) *Holdings Unsecured Notes*. Pursuant to the First Supplemental Indenture, dated as of November 21, 2014, to the Holdings Unsecured Indenture, Sears Holdings issued 8% Senior Unsecured Notes due 2019 (the “**Holdings Unsecured Notes**”) in an original principal amount of approximately \$625 million. The Holdings Unsecured Notes mature on December 15,

¹⁴ ESL holds approximately \$195.1 million of the outstanding principal amount of the Holdings Unsecured PIK Notes.

2019, and interest thereon is payable semi-annually. As of the Commencement Date, the outstanding principal amount of the Holdings Unsecured Notes was approximately \$411.0 million, plus unliquidated amounts including interest thereon and fees, expenses, charges, and other obligations incurred in connection therewith as provided under the Holdings Unsecured Indenture.

(x) *SRAC Unsecured PIK Notes*. Pursuant to that certain Supplemental Indenture, dated as of March 20, 2018, to the Indenture, dated as of May 15, 1995 (as amended, supplemented, or otherwise modified prior to the date hereof, the “**1995 SRAC Indenture**”), between SRAC and The Bank of New York Mellon Trust Company, N.A., as successor trustee, SRAC issued 7% / 12% PIK-Toggle Notes due 2028 (the “**SRAC Unsecured PIK Notes**”) in an original principal amount of approximately \$101.9 million. SRAC issued the SRAC Unsecured PIK Notes as a result of an exchange transaction (the “**SRAC Unsecured Notes Exchange**”), pursuant to which certain holders of SRAC Unsecured Notes (as defined herein) tendered such notes in exchange for a like principal amount of SRAC Unsecured PIK Notes. The effect of the SRAC Unsecured Notes Exchange was to eliminate the cash interest expense associated with the principal amount of SRAC Unsecured Notes that were tendered. The SRAC Unsecured PIK Notes mature on March 31, 2028, and interest thereon is payable semi-annually, at the election of SRAC, in whole or in part, in cash at a rate of 7.00% per annum or by increasing the principal amount of the outstanding SRAC Unsecured PIK Notes at a rate of 12.00% per annum. SRAC’s obligations under the SRAC Unsecured PIK Notes are guaranteed by certain subsidiaries of Sears Holdings. As of the Commencement Date, the outstanding principal amount of the SRAC Unsecured PIK Notes was approximately \$107.9 million plus unliquidated amounts including

interest thereon and fees, expenses, charges, and other obligations incurred in connection therewith as provided under the 1995 SRAC Indenture.

(xi) *SRAC Unsecured Notes.* Pursuant to the 1995 SRAC Indenture and that certain Indenture, dated as of October 1, 2002 (as amended, supplemented or otherwise modified prior to the date hereof, the “**2002 SRAC Indenture**”), between SRAC and The Bank of New York Mellon Trust Company, N.A., as successor trustee, SRAC issued certain notes having various interest rates and maturities (the “**SRAC Unsecured Notes**”). As of the Commencement Date, the weighted interest rate of the outstanding SRAC Notes was 7.049%, and the outstanding principal amount of the SRAC Unsecured Notes was approximately \$185.6 million, plus unliquidated amounts including interest thereon and fees, expenses, charges, and other obligations incurred in connection therewith as provided under the 2002 SRAC Indenture.

(xii) *Trade Claims.* In the ordinary course of business, the Debtors incur various fixed, liquidated, and undisputed payment obligations (the “**Trade Claims**”) to various third-party providers of goods and services (the “**Trade Creditors**”) that are sold in the Debtors’ stores or facilitate the Debtors’ business operations. Certain of the Trade Claims (a) are entitled to statutory priority, including approximately \$126.1 million pursuant to section 503(b)(9) of the Bankruptcy Code; (b) may give rise to shippers’, warehousemen’s, or mechanics’ liens against the Debtors’ property if unpaid; (c) may relate to funds held in trust by the Debtors that are not the property of the Debtors’ estates; or (d) may be secured by letters of credit, security deposits, or rights of setoff (collectively, the “**Priority Trade Claims**”).

(xiii) *Intercompany Claims and Notes.* Certain Debtors hold claims against other Debtors and/or non-Debtor affiliates, which claims primarily result from the normal functioning of the Company’s centralized cash management system, as well as, in some cases,

the provision of intercompany services by one Company affiliate to another Company affiliate, such as, for example, administrative support services (the “**Intercompany Claims**”). Intercompany Claims are recorded in the Company’s books and records. Additionally, certain of the Debtors and their non-Debtor affiliates have issued Intercompany Notes, including (x) KCD Asset-Backed Notes and (y) SRAC Medium Term Notes (each as defined herein).

a. *KCD Asset-Backed Notes.* Pursuant to that certain Indenture, dated as of May 18, 2006 (as amended, supplemented or otherwise modified prior to the date hereof, the “**KCD Indenture**”), between KCD IP, LLC (“**KCD**”) and U.S. Bank, National Association, as trustee, KCD issued 6.90% KCD IP, LLC Asset-Backed Notes due 2019 (the “**KCD Asset-Backed Notes**”) in the an original principal amount of \$1.8 billion, secured by certain intellectual property related to *Kenmore®*, *DieHard®*, and *Craftsman®* brands. Pursuant to the Craftsman Transaction (as defined herein), in March 2017, the intellectual property related to the *Craftsman®* brand was released from the collateral securing the KCD Asset-Backed Notes, and \$900 million principal amount of KCD Asset-Backed Notes were redeemed. The KCD Asset-Backed Notes mature on June 25, 2029, and interest thereon is payable monthly. Pursuant to the Indenture, the current rate of interest on the KCD Asset-Backed Notes is 7.60% per annum. As of the Commencement Date, the outstanding principal amount amount of the KCD Asset-Backed Notes was approximately \$900 million, plus unliquidated amounts including interest thereon and fees, expenses, charges, and other obligations incurred in connection therewith as provided under the KCD Indenture. The KCD Asset-Backed Notes are held by Sears Reinsurance Company Ltd. (“**Sears Re**”), a non-Debtor affiliate of the Company.

b. *SRAC Medium Term Notes.* Pursuant to the 2002 SRAC Indenture, SRAC has issued certain intercompany unsecured notes of various interest rates and maturities

(the “**SRAC Medium Term Notes**”). All SRAC Medium Term Notes are held by affiliates of the Company. As of the Commencement Date, the outstanding principal amount of the SRAC Medium Term Notes was approximately \$2.3 billion, plus unliquidated amounts including interest thereon and fees, expenses, charges, and other obligations incurred in connection therewith as provided under the 2002 SRAC Indenture. Approximately \$1.4 billion in SRAC Medium Term Notes are held by Sears Re, a non-Debtor affiliate of the Company.

(xiv) *Sparrow Structure.*

a. *Sparrow Term Loan.* Pursuant to that certain Term Loan Agreement, dated as of March 14, 2018 (as amended, supplemented, or otherwise modified prior to the date hereof, the “**Sparrow Term Loan Agreement**”), among SRC O.P. LLC, SRC Facilities LLC and SRC Real Estate (TX), LLC, as borrowers (the “**Sparrow Borrowers**”), UBS AG, Stamford Branch, as administrative agent, and the lenders party thereto (the “**Sparrow Lenders**”), the Sparrow Lenders extended a term loan facility to the Company in an original principal amount of \$200.0 million (the “**Sparrow Term Loan**”),¹⁵ secured by, among other things, the Sparrow Borrowers’ interests in 138 real properties (the “**Sparrow Properties**”). Sears Holdings and Sears have provided a limited guaranty of the Sparrow Borrowers’ obligations under the Sparrow Term Loan. The Sparrow Properties are subject to that certain Amended and Restated Master Lease Agreement dated as of March 14, 2018. The Sparrow Term Loan matures on August 30, 2019. As of the Commencement Date, the Sparrow Borrowers are liable to the Sparrow Lenders under the Sparrow Term Loan Agreement in the aggregate amount of approximately \$110.0 million in respect of outstanding principal amount, plus unliquidated amounts including interest thereon and fees, expenses, charges, and other

¹⁵ On August 31, 2018, the Sparrow Lenders made an additional advance of approximately \$113 million.

obligations incurred in connection therewith as provided under the Sparrow Term Loan Agreement.

b. *Sparrow Mezzanine Term Loan.* Pursuant to that certain Term Loan Agreement, dated as of March 14, 2018 (as amended, supplemented, or otherwise modified prior to the date hereof, the “**Sparrow Mezzanine Term Loan Agreement**”), among SRC Sparrow 2 LLC, as borrower (the “**Sparrow Mezzanine Borrower**”), JPP, LLC, as administrative agent, and the lenders party thereto (including JPP, LLC and JPP II, LLC) (collectively, the “**Sparrow Mezzanine Lenders**”), the Sparrow Mezzanine Lenders extended a term loan to the Company in an original principal amount of \$240.0 million (the “**Sparrow Mezzanine Term Loan**”).¹⁶ The Sparrow Mezzanine Term Loan is secured by a pledge of equity interests in SRC O.P. LLC, which is the parent company of the other Sparrow Borrowers. Sears Holdings and Sears have provided a limited guaranty of the Sparrow Mezzanine Borrower’s obligations under the Sparrow Mezzanine Term Loan. The Sparrow Mezzanine Term Loan matures on July 20, 2020. As of the Commencement Date, the Sparrow Mezzanine Borrower is liable to the Sparrow Mezzanine Lenders in the aggregate amount of approximately \$513.2 million, in respect of outstanding principal amount, plus unliquidated amounts including interest thereon and fees, expenses, charges, and other obligations incurred in connection therewith as provided under the Sparrow Mezzanine Term Loan Agreement.¹⁷

(xv) *Equity Ownership.* Sears Holdings is a publicly held company and files annual and quarterly reports with, and furnishes other information to, the Securities and Exchange Commission. Sears Holdings lists its common stock on the NASDAQ Global Market

¹⁶ Since the initial closing of the Sparrow Mezzanine Term Loan, the Sparrow Mezzanine Lenders made additional advances in the aggregate principal amount of approximately \$273 million.

¹⁷ ESL is the only lender under the Sparrow Mezzanine Term Loan Agreement.

under the symbol “SHLD.” ESL owns approximately 49.7% of Sears Holdings’ common stock. All other debtors are direct or indirect subsidiaries of Sears Holdings. Sears Holdings has no preferred stock outstanding.

C. Pension Plan Protection and Forebearance Agreement

35. In March 2016, the Company entered into a five-year pension plan protection and forbearance agreement (the “**PPFA**”) with the Pension Benefit Guaranty Corporation (“**PBGC**”). Pursuant to the PPFA, the Company agreed to continue to “ring fence” the real estate assets and intellectual property (collectively, the “**Ring-Fenced Assets**”) held by certain of the Company’s subsidiaries (collectively, the “**Ring-Fenced Subsidiaries**”).¹⁸ The Ring-Fenced Subsidiaries granted the PBGC a “springing lien” on the Ring-Fenced Assets—which included the intellectual property related to the *Kenmore*®, *Craftsman*®, and *DieHard*® brands—which lien would be triggered (subject to certain conditions) upon the occurrence of a limited set of conditions, including (i) the failure to make required contributions to the Company’s domestic pension plans (the “**Pension Plans**”), (ii) a prohibited transfer of ownership interests in the Ring-Fenced Subsidiaries, (iii) the occurrence of a termination event under the Pension Plans, and (iv) bankruptcy- or insolvency-related events with respect to the Company or certain of its material subsidiaries (the “**Springing Lien Events**”). In exchange, the PBGC agreed to forbear from initiating an involuntary termination of the Company’s domestic pension plan. Upon the deposit of certain funds into an escrow account maintained by the PBGC for the benefit of the Company’s Pension Plans (the “**PBGC Escrow**”) (of which approximately \$280.6 million remains on deposit), the real estate assets and the intellectual

¹⁸ At the time, the Ring-Fenced Subsidiaries consisted of (i) SRC Depositor Corporation; (ii) SRC O.P. Corporation; (iii) SRC Real Estate (TX), LP; (iv) SRC Real Estate Holdings (TX), LLC; (v) SRC Facilities Statutory Trust No. 2003-A; and (vii) KCD IP, LLC.

property relating to the *Craftsman*® brand were released from the “ring fence” and the springing liens. Because the conditions for the springing lien to be triggered on the remaining intellectual-property-related Ring-Fenced Assets include payment in full of the KCD Asset-Backed Notes or the grant of such lien ceasing to constitute a default thereunder, neither of which has occurred, the springing lien in favor of the PBGC has not been triggered.

IV. **Circumstances Leading to Chapter 11 Cases**

36. As stated above, the Company has made every effort to complete its transformation outside of chapter 11. This process, however, has been expensive and slow. Ultimately, several factors necessitated the commencement of these Chapter 11 Cases, namely, declining revenues, unfavorable market conditions in the retail industry, and the Company’s significant and ongoing cash flow and liquidity issues, all of which were exacerbated by a contraction in credit terms over the years and the substantial selling, general, and administrative (“SG&A”) expenses associated with the Company’s store operations.

A. Declining Revenues

37. In recent years, the Company’s revenues have declined substantially, in large part due to store closings. Indeed, over the past five (5) fiscal years, the Company’s revenues have declined \$19.5 billion, or approximately 53.8%. In Fiscal Year 2017 alone, the Company’s revenues decreased by \$5.4 billion—approximately 24.6%—to \$16.7 billion, as compared to \$22.1 billion in Fiscal Year 2016. Comparable store sales similarly declined 13.5% in Fiscal Year 2017, which contributed to \$1.9 billion of the revenue decline relative to the prior year. When broken down by segment, in Fiscal Year 2017, *Sears*® comparable store sales declined 15.2%—driven primarily by decreased sales in the home appliance, apparel, consumer electronics, and lawn and garden categories—and *Kmart*® comparable store sales

declined 11.4%—driven primarily by decreased sales in the pharmacy, grocery and household, home fashion, drugstore, consumer electronics, and apparel categories.

B. Market Conditions

38. The retail department store business is a highly competitive market segment. The Company, in particular, competes with a wide variety of retailers, including other department stores, discounters, home-improvement stores, consumer-electronics dealers, automotive service providers, specialty retailers, and wholesale clubs, as well as many other retailers operating on a national, regional, or local level in the United States. On a nationwide basis, the Company's key competitors include Walmart, Target, Kohl's, J.C. Penney, Macy's, The Home Depot, Lowe's, Best Buy, and Amazon. The Company faces substantial competition from Home Depot and Lowe's in the home appliance category, which historically accounts for approximately 15% of the Company's revenue.

39. Additionally, online retailers have significantly increased competitive pressures in the retail industry, particularly with respect to businesses that have large brick-and-mortar footprints, such as the Company. Due in part to the growth of e-commerce, mall traffic has steadily declined, with recent data indicating that year-over-year mall traffic has declined by approximately eight percent (8%).¹⁹ Many traditional retailers have been forced to reduce prices to remain competitive and, in many cases, initiate massive store-closure initiatives in response to the challenging market conditions brought about by the growth of online retailers. As a result of such pressure, the Company has closed 71.7% of its store locations since 2013.

¹⁹ This data represents mall traffic year-over-year decline in June 2017 and is based on public data made available by Cowen & Company, National Traffic Devices.

C. Cash Flow and Liquidity Issues

40. The Company has been significantly limited in its ability to invest in and grow its business, and, as of the Commencement Date, the Company lacks sufficient liquidity to continue normal business operations. The Company currently has approximately \$5.6 billion in funded debt, approximately \$922 million of which is unsecured, which it primarily incurred to offset declining revenues, honor its pension obligations, and secure inventory following a contraction in trade terms. In addition, nearly all of the Company's assets are encumbered, including, among other things, over 200 real property locations, the Company's most valuable intellectual property, including intellectual property related to the *Kenmore®* and *DieHard®* brands, all of the Company's credit card receivables, pharmacy receivables, and inventory, as well as much of the Company's cash. Importantly, over \$1.7 billion of the Company's debt matures in what remains of Fiscal Year 2018 and Fiscal Year 2019. As of the Commencement Date, the Company's annual cash interest expense is approximately \$440 million. With respect to cash flow, the Company currently loses approximately \$125 million per month.

41. The Company also has substantial legacy liabilities that consume a significant amount of its cash on an annual basis. Although its Employees currently do not earn pension benefits, the Company has legacy pension obligations with respect to past service performed by its retirees. The Company contributed approximately \$546.9 million during Fiscal Year 2017 and, as of the Commencement Date, approximately \$459.3 million during Fiscal Year 2018 to its Pension Plans, inclusive of direct contributions and contributions into the PBGC Escrow (as defined herein).

42. Additionally, the Company's liquidity issues have been exacerbated by a contraction in trade terms. Certain vendors have demanded reduced payment schedules, while others have gone further, requiring the Company to pay cash in advance as a condition to the

continued delivery of merchandise. This has resulted in a nearly 78% reduction in trade credit and has required the Company to finance a significant portion of its inventory on its balance sheet, thereby limiting the Company's ability to purchase inventory and, as a result, to operate its stores at productive levels. The resulting reduction in inventory further aggravates the Company's liquidity position by shrinking the borrowing base under the Revolving Credit Facility, on which the Company relies to fund its working capital requirements. In addition, vendors also have reduced subsidies, which they historically have provided to support the Company's marketing efforts, by approximately \$84 million on an annual basis.

IV. **Prepetition Restructuring Efforts**

43. The Company has implemented various strategies—including initiatives to improve operational efficiencies, monetize the Company's assets, reduce and manage the Company's legacy liabilities, and refinance the Company's debt—to turn around the business in the years leading up to the commencement of these Chapter 11 Cases. These strategies, which are discussed more fully below, provided the Company with enough liquidity to reach this point, but the Company must avail itself of the protections and tools of chapter 11 for its transformation to progress further.

A. Strategic Operational Initiatives

44. Over the past five years, the Company has launched various initiatives to reduce expenses and stem the substantial operating losses that the Company has continued to endure. The Company, for example, has worked to simplify its organizational structure, thereby reducing its payroll and benefits obligations. The Company also has changed the way that it advertises to its customers, shifting away from traditional, mass-media advertising to more targeted—and cost-effective—forms of online advertising. Additionally, the Company has

improved its supply chain and logistics, including by rationalizing and simplifying the Company's distribution network and by improving load rates on existing freight.

45. The Company also has made a concerted effort to evaluate store-level performance to rationalize the size of its retail footprint, both in terms of the number of stores, as well as the square footage and layout of the stores that remain open. To that end, the Company has significantly reduced the number of stores that it operates. During Fiscal Year 2018 alone, the Company has closed over 300 unprofitable locations. In terms of reconfiguring the layouts and reducing the footprint of its remaining stores, the Company has introduced a new format at many of its locations, reimagining the way that space is utilized. As part of the redevelopment of its existing store base, the Company has reduced the square footage of its stores at many locations by approximately two-thirds, oftentimes subleasing the remainder of the space in a given structure to a third party.



A redeveloped Sears® store in Oak Brook, Illinois, which utilizes approximately one-third of its former physical footprint.
Source: Chuck Friedman/Pioneer Press.

These redeveloped Sears® stores also leverage the Company's *Shop Your Way*® platform. Customers may purchase merchandise that is not stocked in the downsized stores from computerized kiosks that provide customers with access to the *Shop Your Way*® platform. Additionally, existing *Shop Your Way*® members are offered certain in-store benefits, including

access to exclusive in-store “welcome centers” in which members may, among other things, enjoy complimentary coffee during their shopping experience.



A “welcome center” reserved exclusively for *Shop Your Way*® members. Source: Sears Holdings Corporation

The reduction in the number of stores that the Company operates, as well as the reconfiguration of the stores it continues to operate, is part of the Company’s larger process of transforming its business model to place a greater emphasis on providing dynamic online and in-person shopping experiences for its customers. To date, however, the Company has not been able to reduce its substantial SG&A expenses to a manageable level, which would be necessary to turn around the business.

B. Monetization of the Company’s Real Estate Portfolio

46. In a further effort to generate cash, enhance its liquidity, and extend its runway, the Company has monetized substantially all of its real estate portfolio. In April 2015, the Company entered into transactions (collectively, the “**Real Estate JV Transactions**”) to form three distinct real estate ventures with General Growth Properties, Inc., Simon Property Group, Inc., and The Macerich Company (collectively, the “**Real Estate JVs**”). The Company contributed thirty-one (31) properties, in the aggregate, to the Real Estate JVs in exchange for a fifty-percent (50%) interest in the Real Estate JVs. The Company received gross proceeds from

the Real Estate JV Transactions of approximately \$429 million in the aggregate. Further, in July 2015, Holdings completed a rights offering, which was offered to all stockholders, and a sale-leaseback transaction (the “**Seritage Transaction**”) with Seritage Growth Properties (“**Seritage**”), a newly formed, publicly traded real estate investment trust (“**REIT**”).²⁰ As part of the Seritage Transaction, the Company sold 235 properties (the “**REIT Properties**”) to Seritage, along with the Company’s fifty-percent (50%) interest in the Real Estate JVs. The Company obtained independent appraisals of all of the REIT Properties from Cushman & Wakefield plc, and Seritage acquired the REIT Properties at the appraised values. The Company received gross proceeds from the Seritage Transaction of approximately \$2.7 billion in the aggregate. The Seritage Transaction was reviewed by an independent special committee of the Board with input from independent legal and financial advisors and then was approved by the full Board.

47. The Company also has pledged its real estate assets as collateral to obtain financing, including with respect to the 2016 Real Estate Loan, the 2017 Real Estate Loan, the Sparrow Term Loan, and the Sparrow Mezzanine Term Loan. By obtaining such financing, the Company gained immediate access to capital. Much of this financing was provided to the Company by ESL following review by an independent special committee of the Board with input from independent legal and financial advisors and, subsequently, approval of the full Board.

C. Sale of the Craftsman® Brand

48. In January 2017, the Company announced that it had entered into a definitive agreement under which Stanley Black & Decker, Inc. (“**SB&D**”) agreed to purchase

²⁰ According to public securities filings, ESL currently beneficially owns approximately 37.8% of the outstanding combined ownership shares of Seritage.

the *Craftsman*® brand from the Company (the “**Craftsman Transaction**”). Under the Craftsman Transaction, the Company received (i) an initial upfront payment of approximately \$525 million at closing, (ii) a deferred payment of approximately \$250 million in cash on the third anniversary of the closing (the “**Craftsman Deferred Payment**”), and (iii) payments of between 2.5% and 3.5% on SB&D’s sales of *Craftsman*® products during the fifteen (15) year period following the closing (collectively, the “**Craftsman Royalty Payments**”).

49. Inasmuch as the intellectual property with respect to the *Craftsman*® brand was a Ring-Fenced Asset, without the consent of the PBGC, the consummation of the Craftsman Transaction would constitute a Springing Lien Event under the PPPFA. In March 2017, the PBGC consented to the consummation of the Craftsman Transaction—including the sale of the *Craftsman*®-related assets. As a condition to obtaining the PBGC’s consent, the Company agreed to grant the PBGC a lien on, and subsequently contribute to the Company’s Pension Plans, (i) the value of the \$250 million Craftsman Deferred Payment, with such payment being fully credited against certain of the Company’s minimum pension funding obligations in 2017, 2018, and 2019; (ii) a lien on the Craftsman Royalty Payments, with such payments contributed to the Company’s Pension Plans and credited against the Company’s minimum pension funding obligations starting no later than five (5) years from the date of consummation of the Craftsman Transaction; and (iii) a lien on twelve (12) real properties with an appraised value of \$100 million (the “**Craftsman Mortgaged Properties**”), which properties previously were not Ring-Fenced Assets.

50. During the second quarter of 2017, the Company sold the receivable related to the Craftsman Deferred Payment (the “**Craftsman Deferred Payment Receivable**”) to a third-party purchaser and deposited the proceeds therefrom into the PBGC Escrow. The

Company subsequently contributed a portion of the proceeds realized from the sale of the Craftsman Deferred Payment Receivable to the Pension Plans, which contribution was credited against the Company's minimum pension funding obligations.

51. In August 2018, the Company entered into an agreement with the PBGC, whereby the PBGC agreed to release its liens on the Craftsman Mortgaged Properties. In consideration of the PBGC's agreement to release its liens on the Craftsman Mortgaged Properties, which have a value of approximately \$100 million, the Company deposited \$32 million into the PBGC Escrow, which will be fully credited against certain of the Company's minimum pension funding obligations when contributed to the Company's Pension Plans.

D. PPFA REMIC Amendment

52. In November 2017, the Company entered into another agreement with the PBGC (the "**REMIC Amendment Agreement**") to amend the PPFA to permit the Company to monetize 138 real properties (the "**REMIC Properties**") that were Ring-Fenced Assets under to the PPFA. Pursuant to the REMIC Amendment Agreement, the PBGC agreed to release the REMIC Properties from the ring-fence arrangement, such that the REMIC Properties would no longer be Ring-Fenced Assets, upon the Company's contribution to the Pension Plans and the PBGC Escrow of an aggregate amount of approximately \$407 million from the proceeds of a monetization of such REMIC Properties, which would be credited against the Company's minimum funding obligations when contributed to the Company's Pension Plans. Pursuant to the REMIC Amendment Agreement, the Company also agreed to make a \$20 million supplemental contribution to the Company's Pension Plans, which would not be so credited. In March 2018, the Company entered into the Sparrow Term Loan Agreement and the Sparrow Mezzanine Term Loan Agreement, pledging the REMIC Properties and the Company's equity interests in the parent company of the subsidiaries that own the REMIC Properties, respectively,

as security thereunder. The Company utilized the proceeds of the Sparrow Term Loan and the Sparrow Mezzanine Term Loan to contribute approximately \$282 million to the Pension Plans and to deposit approximately \$125 million into the PBGC Escrow.

E. Refinancing of Debt Facilities

53. The Company has taken a number of actions with respect to its debt obligations to enhance its liquidity position, which actions were necessary to meet its obligations in light of the substantial operating losses and negative cash flow experienced by the Company during recent years. In particular, the Company reached agreements with its lenders to extend the maturity of certain of its indebtedness, eliminate a portion of its cash interest expense, and enhance its overall flexibility. Since 2016, the Company has, among other things, extended the maturity of and eventually repaid in full the First Lien Term Loan A, amended the First Lien Credit Agreement to increase its general debt basket, increased the advance rate under the Second Lien Credit Facility, extended the maturity of approximately \$169.8 million principal amount of Second Lien Notes pursuant to the Second Lien Notes Exchange, and eliminated approximately \$15 million per quarter in cash interest expense pursuant to the Second Lien Notes Exchange, the Holdings Unsecured Notes Exchange, and the SRAC Unsecured Notes Exchange. The Company also has obtained various additional financing on both a secured and unsecured basis. The majority of this additional financing was provided to the Company by ESL. In each case that the Company entered into a transaction with ESL to obtain additional financing, such transaction was reviewed by an independent special committee of the Board with input from independent legal and financial advisors and then was approved by the full Board.

F. Amendment of Credit Card Arrangement with Citibank

54. Additionally, in May 2018, the Company entered into an amendment of its credit card program agreement (the “**Citibank Card Amendment**”) with Citibank, N.A. (“**Citibank**”) to provide for a five (5) year extension of the Company’s credit card program through November 2025 (subject to the Company’s right to extend the program for an additional two (2) years and to certain financial preconditions). Pursuant to the Citibank Card Amendment, Citibank paid the Company \$425 million, and the Company established a reserve for the benefit of Citibank in the amount of \$25 million, immediately following the parties’ entry into the amendment. The Citibank Card Amendment provided the Company with significant liquidity.

**V.
First-Day Pleadings**

55. As stated, the Debtors operate in a highly competitive retail sector and currently burdened by significant operating losses. If the Company is to turn around and transform its business through the chapter 11 process, it is imperative that the Debtors make a seamless transition into chapter 11 to preserve the reputation of their businesses and the loyalty and goodwill of their customers, suppliers, and employees. Sales and operations must continue in the ordinary course of business to preserve the value of the Debtors’ business, and going-out-of-business sales must begin as quickly as possible at the 142 closing stores to access much-needed liquidity, eliminate the associated cash burn, and take advantage of the winter holiday season. Accordingly, the Debtors have filed a number of First Day Pleadings designed to facilitate their transition into these chapter 11 cases. The Debtors anticipate that the Court will

conduct a hearing on the Commencement Date at which the Court will hear and consider many of the First Day Pleadings.²¹

56. I have reviewed each of the First Day Pleadings with the Debtors' counsel, and I believe that the relief sought in each of the First Day Pleadings is tailored to meet the goals described above and will be necessary and critical to the Debtors' ability to successfully execute a restructuring and is in the best interests of the Debtors' estates and creditors. A description of the relief requested and the facts supporting each of the pleadings is set forth below.

VI. Information Required by Local Rule 1007-2

A. Administrative Motions

- (i) Motion of Debtors for Entry of Order Directing Joint Administration of Related Chapter 11 Cases (the "**Joint Administration Motion**")

57. The Debtors request entry of an order directing joint administration of these chapter 11 cases for procedural purposes pursuant to Bankruptcy Rule 1015(b) and that the Court maintain one file and one docket for all of the chapter 11 cases under the lead case, Sears Holdings Corporation.

58. Joint administration of the chapter 11 cases will provide significant administrative efficiencies without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders that will be filed in the chapter 11 cases almost certainly will affect each of the Debtors. The entry of an order directing joint administration of the chapter 11 cases will reduce fees and costs by avoiding duplicative filings, objections, notices, and hearings, and will allow all parties in interest to monitor the chapter 11 cases with greater

²¹ Capitalized terms used below in the descriptions of the First-Day Pleadings and not otherwise defined have the meanings given to them in the applicable First-Day Pleading.

ease and efficiency. The relief requested in the Joint Administration Motion is in the best interests of the Debtors' estates, their creditors, and all other parties in interest and will enable the Debtors to continue to operate their businesses in chapter 11 with the least disruption.

- (ii) Motion of Debtors for Entry of Order Implementing Certain Notice and Case Management Procedures (the "**Case Management Motion**")

59. The Debtors seek entry of an order approving and implementing the notice, case management, and administrative procedures therein (collectively, the "**Case Management Procedures**").

60. Given the size and scope of these cases, the Case Management Procedures will facilitate service of notices, motions, applications, declarations, objections, responses, memoranda, briefs, supporting documents, and other papers filed in these chapter 11 cases that will be less burdensome and costly than serving such documents on every potentially interested party. This, in turn, will maximize the efficiency and orderly administration of these chapter 11 cases, while at the same time ensuring that appropriate notice is provided.

- (iii) Motion of Debtors for Entry of Order Extending Time to File Schedules of Assets and Liabilities, Schedules of Contracts and Unexpired Leases, and Statement of Financial Affairs (the "**Schedules and Statements Motion**")

61. The Debtors request entry of an order granting additional time to file their schedules of assets and liabilities, schedules of executory contracts and unexpired leases, and statements of financial affairs. As a consequence of the size and complexity of the Debtors' business operations, the number of creditors likely to be involved in these chapter 11 cases, the geographical spread of the Debtors' operations, the numerous critical operational matters that the Debtors' management and employees must address, a 45-day extension (without prejudice to further extensions) is necessary and appropriate.

- (iv) Motion of Debtors for Entry of Order (I) Waiving the Requirement to (A) File List of Creditors (B) Prepare and File the List of Equity Security Holders and (C) Provide Equity Security Holders with the Notice of Commencement, and (II) Granting Debtors Authority to Establish Procedures for Notifying Creditors of Commencement of Chapter 11 Cases (the “**Creditor Matrix Motion**”)

62. The Debtors seek entry of an order (i) waiving the requirement to (a) file a list of creditors (b) file a list of equity security holders; and (c) provide equity security holders with Notice of Commencement, and (ii) approving the form and manner of notifying creditors of commencement of these chapter 11 cases.

63. Permitting the Debtors to waive the requirement to provide notice to creditors and equity holders is warranted under the circumstances of these chapter 11 cases. Specifically, this will benefit the Debtors and their estates by allowing the Debtors to more efficiently provide required notices to parties in interest and reduce the potential for duplicate mailings.

64. Cause exists to authorize the Debtors to waive the requirement to file the list of equity security holders. Sears Holdings is a public company and, as of the Commencement Date, has over 107 million common shares outstanding. The ownership of these shares change on a daily, if not more frequent, basis. Preparing the Equity List with last-known addresses and sending notices to all parties on the Equity List will be expensive and difficult to do accurately.

B. Operational Motions Requesting Immediate Relief

65. The Debtors intend to ask for immediate relief with respect to the following First Day Pleadings and, therefore, will present these motions at the First Day Hearing.

- (i) Motion of Debtors For Authority to (I) Continue Using Existing Cash Management System, Bank Accounts, and Business Forms, (II) Implement Ordinary Course Changes to Cash Management System, (III) Continue Intercompany Transactions, and (IV) Provide Administrative Expense Priority for Postpetition Intercompany Claims and Related Relief (the “**Cash Management Motion**”)

66. The Debtors request authorization to (a) continue their existing cash management system, including, without limitation, the continued maintenance of their existing bank accounts and business forms; (b) implement changes to their cash management system in the ordinary course of business, including, without limitation, opening new or closing existing bank accounts; (c) continue to perform under and honor intercompany transactions with Debtor and non-Debtor affiliates in the ordinary course of business, in their business judgment and at their sole discretion, but subject to the terms and conditions set forth herein; (d) honor obligations with respect to service fees and chargebacks in connection with existing agreements with banks, credit card companies, and non-cash payment processors; and (e) provide administrative expense priority for certain postpetition intercompany claims. The Debtors also request that the Court grant any necessary relief related to the foregoing.

67. In the ordinary course of business, the Debtors utilize an integrated, centralized cash management system to collect, concentrate, and disburse funds generated by their operations (the “**Cash Management System**”). The Cash Management System is composed of 154 bank accounts (collectively, the “**Bank Accounts**”) maintained at various financial institutions (the “**Banks**”) and is designed to accommodate different business divisions and to collect, organize, and track various forms of cash receipts and disbursements. The Cash Management System enables the Debtors to efficiently collect and disburse cash generated by their businesses, pay their financial obligations, centrally control and monitor corporate funds and available cash, comply with the requirements of their financing agreements, reduce

administrative expenses, and obtain accurate account balances and other financial data. It is critical that the Cash Management System remain intact during these chapter 11 cases to ensure the seamless continuation of transactions and uninterrupted collection of revenues.

68. The Cash Management System constitutes an ordinary course and essential business practice of the Debtors. The Cash Management System provides significant benefits to the Debtors, including, among other things, the ability to (i) control corporate funds, (ii) ensure the maximum availability of funds when and where necessary, and (iii) reduce costs and administrative expenses by facilitating the movement of funds and the development of more timely and accurate account information.

69. If the Debtors are not permitted to maintain and continue to use their Bank Accounts and Business Forms, the resulting prejudice will include (i) severe and likely irreparable disruption of the Debtors' ordinary financial affairs and business operations, (ii) delay in the administration of the Debtors' estates and (iii) cost to the estates to set up new systems, open new accounts, and order new Business Forms.

- (ii) Motion of Debtors for Entry of an Order (I) Authorizing but Not Directing the Debtors To (A) Pay Certain Prepetition Wages and Reimbursable Employee Expenses, (B) Pay and Honor Employee Medical and Other Benefits, and (C) Continue Employee Benefits Programs, and (II) Granting Related Relief (the “**Wages and Benefits Motion**”)

70. The Debtors request authority, but not direction, to pay certain prepetition amounts, and maintain and continue to honor and pay, in their sole discretion subject to limits imposed by the Bankruptcy Code, all amounts with respect to the Debtors' business practices, programs, and policies for their employees or supplemental workforce as such were in effect on the Commencement Date and as such may be modified or supplemented from time to time in the ordinary course of business as provided in the motion, including (a) Unpaid Compensation; (b) Deductions and Payroll Taxes; (c) the obligations owed to the supplemental workforce; (d)

Reimbursable Expenses; (e) the Corporate Card Program; (f) the Employee Benefit Programs; (g) the non-insider Severance Program; (h) the Former Employee Benefit Plans; and (i) the Other Employee Programs (each as defined in the Wages and Benefits Motion); and (ii) related relief.

71. The Debtors' workforce relies on the Debtors' compensation, benefits, and reimbursement of expenses to satisfy daily living expenses. The workforce will be exposed to significant financial difficulties if the Debtors are not permitted to honor obligations for unpaid compensation, benefits, and reimbursable expenses. Moreover, if the Debtors are unable to satisfy such obligations, morale and loyalty will be jeopardized at a time when support is critical.

(iii) Motion of Debtors for Authority to Pay Certain Prepetition Taxes and Fees ("**Taxes and Fees Motion**")

72. The Debtors request authority, but not direction, to remit and pay certain taxes, assessments, fees, and other charges in the ordinary course of business, including any taxes, assessments, fees, and charges subsequently determined upon audit, or otherwise, to be owed (collectively, the "**Taxes and Fees**").

73. The Debtors collect, withhold and incur an assortment of Taxes and Fees that they remit periodically to various federal, state and local taxing, licensing, regulatory and other governmental authorities (collectively, the "**Authorities**"). Many of the Taxes and Fees collected prepetition are not property of the Debtors' estates but, rather, are held in trust for the Authorities. The Debtors also seek to pay certain Taxes and Fees to, among other things, forestall Authorities from taking actions that may interfere with the Debtors' administration of their chapter 11 cases. Such interference could include asserting liens on the Debtors' property or assessing penalties or significant interest on past-due taxes. In addition, non-payment of the

Taxes and Fees may give rise to priority claims pursuant to section 507(a)(8) of the Bankruptcy Code. Accordingly, I believe that the relief requested in the Taxes and Fees Motion is in the best interests of the Debtors' estates, their creditors and all other parties in interest, and will enable the Debtors to continue to operate their businesses.

- (iv) Motion of Debtors for Authority but Not Direction to (I) Continue and Maintain Their Insurance Policies, Workers' Compensation Programs, and Premium Financing Arrangements; (II) Honor All Insurance and Compensation Obligations; and (III) Pay Certain Workers' Compensation Obligations (the "**Insurance Motion**")

74. The Debtors request authority, pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, but not direction, to (i) continue to maintain their Insurance Policies and Workers' Compensation Programs; (ii) and honor their Insurance Obligations and Workers' Compensation Obligations in the ordinary course of business during the administration of these chapter 11 cases; and (iii) pay any prepetition Workers' Compensation Obligations.

75. The Debtors make premium payments to the Brokers or in some cases directly to the Insurers, on different schedules, depending upon the applicable Insurance Policy, which range from as frequently as monthly, to as infrequently as annually. Pursuant to the Insurance Policies, the Debtors pay premiums based upon fixed rates established and billed by each Insurance Carrier (collectively, the "**Insurance Premiums**").

76. The aggregate annual cost of the Insurance Premiums is approximately \$27 million. While the Debtors are current on all Insurance Premiums, the Debtors estimate that they will pay approximately \$850,000 on account of Insurance Premiums within the first thirty (30) days of the chapter 11 cases. Additionally, the aggregate annual cost of the Service Provider Fees is approximately \$12.5 million, of which, \$200,000 will come due within the first thirty (30) days of the chapter 11 cases.

77. The Debtors finance premiums under certain of their Insurance Policies because it is not economically advantageous for the Debtors to consistently pay the premiums on the Financed Policies, in full, on a lump-sum, quarterly, or monthly basis. Accordingly, in the ordinary course of business, the Debtors finance the premiums on the Financed Policies pursuant to three premium financing agreements (the “**Premium Financing Agreements**”) with AFCO Credit Corporation. By the Insurance Motion, the Debtors request authority, but not direction, to continue making payments pursuant to the Premium Financing Agreements, and to renew such agreements and enter into new Premium Financing Agreements as necessary in the ordinary course of business.

- (v) Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to Pay Certain Prepetition Obligations to Critical Vendors, (II) Approving Procedures to Address Vendors who Repudiate and Refuse to Honor Their Contractual Obligations to The Debtors, and (III) Granting Related Relief (the “**Critical Vendors Motion**”)

78. The Debtors seek entry of an order (i) authorizing, but not directing, the Debtors to pay up to \$70 million on an interim basis (the “**Interim Critical Vendor Cap**” and \$90 million on a final basis (the “**Final Critical Vendor Cap**, together with the Interim Critical Vendor Cap, the “**Critical Vendor Caps**”) in aggregate prepetition Critical Vendor Claims; (ii) approving procedures to address those vendors who repudiate and refuse to honor their contractual obligations to the Debtors; and (iii) granting related relief.

79. The lifeline of the Debtors’ businesses is their access to, and relationship with, their network of vendors and suppliers that deliver essential goods to the Debtors’ stores and other facilities. As an operator of retail stores, service centers, and websites, the Company’s ability to generate income is dependent on sales, the volume of which, in large part, is dependent upon customer traffic and satisfaction. If the quality and volume of the Company’s inventory goes down, so too will its sales. Even minor disruptions in the Debtors’

supply chain would have far-reaching economic and operational impacts on the entire enterprise and irreparably harm the goodwill the Debtors have garnered with their customers during their century of operations.

80. The vast majority of the Debtors' inventory is provided by a broad network of thousands of vendors that primarily conduct business with the Debtors on an invoice-by-invoice or purchase order basis, and not pursuant to long-term contracts. These vendors typically supply customers with products on trade terms based on their experience with, and perceived risk of, conducting business with such customers. Over the past two years, many of the Debtors' key vendors reacted negatively to news of the Debtors' financial challenges by either imposing new and onerous trade terms or outright refusal to ship merchandise, all of which have further impaired the Debtors' liquidity position and their ability to remain competitive with peer retailers. In fact, in the two weeks leading up to the commencement of these case, approximately 200 hundred of the Debtors' vendors have stopped or refused to ship merchandise to the Debtors, which has had a significant impact on the Debtors' liquidity position.

81. Many of the Critical Vendors are invaluable to the Debtors' operations, as such vendors are sole- or limited-source or high-volume suppliers of certain popular branded or otherwise "in-demand" goods (due to regional or geographic preferences or seasonal demand) or other "high-turnover" goods. The Debtors do not have long-term supply agreements with most of their Critical Vendors and, instead, source goods on an order-by-order basis. As a result, the Debtors have limited leverage to compel performance from Critical Vendors on commercially reasonable terms. The Debtors' position is further weakened by their inability to obtain certain branded products in highest demand from alternative Merchandise Vendors.

Moreover, because the Debtors' vendor network includes a number of nominally-distinct, but affiliated Critical Vendors, the Debtors' failure to pay one Critical Vendor could have a ripple effect, negatively impacting the Debtors' relationship with multiple Critical Vendors and access to their product offerings on commercially reasonable terms.

- (vi) Motion of Debtors for Interim and Final Authority to (I) Pay Prepetition Claims of (A) Shippers, Warehousemen, and Other Non-Merchandise Lien Claimants, and (B) Holders of PACA/PASA Claims, and (II) Confirm Administrative Expense Priority for Prepetition Order Delivered to the Debtors Postpetition and Satisfy Such Obligations in the Ordinary Course of Business (the "**Lienholders' Motion**")

82. The Debtors seek authority, but not direction, to pay Prepetition Claims of (a) Shippers, (b) Non-Merchandise Lien Claimants, (c) certain amounts in connection with Commencement Date Orders to suppliers, and (d) the PACA/PASA Claims.

83. Certain of the Debtors' Merchandise is delivered by third-party transporters (collectively, the "**Shippers**"). In the event that the Debtors fail to reimburse the Shippers for charges incurred in connection with the transport of the Merchandise, various state laws permit the Shippers to assert a statutory lien against the Merchandise in their possession that is the subject of any delinquent charges, securing such charges and potentially blocking the Debtors' access to the Merchandise.

84. The Debtors also contract with a number of third parties (collectively, the "**Non-Merchandise Lien Claimants**") to perform repairs and make improvements related to refrigeration equipment, electrical systems, plumbing, elevator and escalator systems and various types of food service equipment. The Non-Merchandise Lien Claimants could potentially assert liens, including mechanic's liens, artisan's liens and materialman's liens against the Debtors' property for amounts the Debtors owe to these third parties (collectively, the "**Miscellaneous Lien Claims**"). If the Debtors are unable to pay the Non-Merchandise Lien

Claims, they risk losing access to facilities and equipment that are critical to the continued operation of the Supermarkets.

85. In addition, prior to the Commencement Date, and in the ordinary course of business, the Debtors ordered Merchandise that will not be delivered until on or after the Commencement Date (the “**Commencement Date Orders**”). To avoid becoming general unsecured creditors of the Debtors’ estates with respect to related Merchandise, certain suppliers may refuse to ship or transport such Merchandise or may recall such shipments with respect to such Commencement Date Orders or refuse to delivery future orders unless the Debtors issue substitute purchase orders postpetition or pay for such Merchandise. The Debtors therefore require the relief requested in the Lienholders’ Motion to prevent any disruption to the Debtors’ retail operations.

- (vii) Motion of Debtors for Authority to (I) Maintain and Administer Prepetition Customer Programs, Promotions, and Practices, and (II) Pay and Honor Related Prepetition Obligations (the “**Customer Programs Motion**”)

86. The Debtors request authority to, in the ordinary course of business and consistent with past practice; (i) maintain and administer customer programs, promotions and practices, as necessary and appropriate in the Debtors’ business judgment; and (ii) to pay and otherwise honor their obligations to customers relating thereto, whether arising prior to or after the Commencement Date.

87. The Debtors’ businesses depend upon the loyalty of their customers. To maximize customer loyalty, the Debtors have maintained and followed, in the ordinary course of business, various practices and programs (collectively, the “**Customer Programs**”) to reward and provide incentives to existing customers and to attract new customers to the Debtors’ stores. Without the ability to continue their Customer Programs and to satisfy

prepetition obligations in connection therewith, the Debtors risk losing market share and the value of their businesses.

- (viii) Motion of Debtors for Authority to (I) Maintain Certain Trust Fund Programs, (II) Release Certain Funds Held in Trust, and (III) Continue to Perform and Honor Related Obligations (the “**Trust Funds Motion**”)

88. The Debtors request authority, but not direction, to continue to perform and honor obligations under programs or other arrangements requiring the Debtors to release certain funds held in trust for the benefit and on behalf of non-Debtor third parties (collectively, the “**Trust Fund Programs**”). The Debtors engage in various marketing and sales practices designed to offer a convenience to their customers, attract new customers, promote loyalty among the existing customer base, and producing alternative streams of income. Such practices include selling lottery tickets, franchises, third-party retail gift cards, onsite money transfer services, and coin and bottle depository. It is essential that the Debtors honor their obligations in connection with such services and arrangements to preserve reputational integrity and continue to attract existing and new customers of their stores.

89. Not only do the Debtors earn commission or bonuses directly from their participation in the Trust Programs, but the Trust Programs also serve to attract customers to the Debtors’ stores, resulting in increased revenues for the Debtors. The payment of the Trust Funds is important to the Debtors’ continued business operations, and the value of the Debtors’ businesses could be significantly harmed if the Debtors are unable to continue to offer the Trust Programs, and may drive customers to the Debtors’ competitors for access these programs and products.

- (ix) Motion of Debtors for Interim and Final Orders Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in, and Claims Against, the Debtors and Claiming a Worthless Stock Deduction (the “**NOLs Motion**”)

90. The Debtors seek to establish procedures (the “**Procedures**”) to protect the potential value of the Debtors’ consolidated net operating loss carryforwards (“**NOLs**”) and other tax benefits (collectively, the “**Tax Attributes**”) for use in connection with the reorganization of the Debtors.

91. The Debtors possess certain Tax Attributes, including tax basis in assets exceeding the value of such assets and, as of the Commencement Date, estimated NOLs in excess of \$5 billion and tax credits of approximately \$900 million. The trading procedures seek authority to restrict trading of Sears Holdings Stock and any claim of a worthless stock deduction that could result in an ownership change occurring *before* the effective date of a chapter 11 plan or any applicable bankruptcy court order. Such a restriction would protect the Debtors’ ability to use the Tax Attributes during the pendency of these chapter 11 cases.

- (x) Motion of Debtors for Approval of (I) Procedures for Store Closing Sales and (II) Assumption of The Liquidation Consulting Agreement (the “**Store Closing Procedures Motion**”)

92. By the Store Closing Procedures Motion, the Debtors seek to implement a key component of their chapter 11 strategy, which is to close certain unprofitable stores to eliminate the significant cash burn associates therewith and position themselves for a restructuring transaction or sale to maximize value and preserve as many jobs as possible. Such closures will improve the Debtors’ financial outlook and liquidity profile and will allow the Debtors to focus their efforts around the restructuring or sale of a smaller footprint of stores in target markets with the potential for sustainable growth. By the Store Closing Procedures Motion, the Debtors seek approval of procedures to close any stores that they determine, in their

business judgment, should be closed in order to preserve liquidity and maximize the value of their estates (the “**Closing Stores**”). The Debtors also seek approval of streamlined procedures to sell the inventory, furniture, fixtures, and equipment (“**FF&E**”), and other assets in the Closing Stores (collectively, the “**Store Closing Assets**”), in each case free and clear of liens, claims, or encumbrances (the “**Store Closing Procedures**,” and the sales, the “**Store Closing Sales**”).

93. The Debtors have engaged in a systematic review of each of the Debtors’ stores and analyzed their profitability and market impact and will continue to do so during these chapter 11 cases. In analyzing their stores, the Debtors considered, and continue to consider, among other factors, current occupancy costs, historical and projected store profitability, recent and projected sales trends, the geographic market in which each store is located, the potential to realize negotiated rent reductions with the landlords of the applicable store (the “**Landlords**”), and other specific factors related to a store’s performance.

94. The Debtors continue to evaluate their entire lease portfolio to seek out opportunities for cost savings, including the possibility of seeking rent concessions. Certain of the Debtors’ stores are underperforming, sustain current losses, are subject to above-market rent, or are too large for the Debtors’ needs. The Debtors have carefully considered the impact of store closures on the Debtors’ creditors, employees, and other constituencies.

95. I believe that closing the Closing Stores will maximize value to all stakeholders. It will immediately lower the Debtors’ costs and increase cash flow from operations. The Debtors will liquidate any inventory remaining at the Closing Stores as part of the Store Closing Sales, which I believe will maximize return on its inventory as part of their store closing process. As part of closing the Closing Stores, the Debtors may transfer their first-

generation inventory and other premium products from the Closing Stores to the Debtors' remaining stores. In addition, the Debtors may transfer unproductive inventory from both "go forward" stores and distribution centers to the Closing Stores. The remaining stores will constitute a leaner enterprise, offering greater strategic value and potential for sustainable growth.

96. The Debtors have identified 142 retail stores that require prompt closure (the "**Initial Closing Stores**"). The Initial Closing Stores are underperforming, sustaining significant losses, and/or have no leasehold value for the Debtors to monetize. Of the Initial Closing Stores, 98 were unprofitable in fiscal year 2017, and 44 produced flat or marginal profits in fiscal year 2017 or are trending downwards in 2018 due to local market and competitive factors. To date, no buyer has expressed an interest in buying the Initial Closing Stores on a going concern basis. The liquidation of assets at the Initial Closing Stores is expected to yield approximately \$42 million in net proceeds, which will be used to pay down the DIP ABL Facility and fund these chapter 11 cases. Immediate commencement of store closures at the Initial Closing Stores is also required as a condition to the DIP ABL Facility. The Debtors will provide notice of their intent to apply the Store Closing Procedures to any additional Closing Stores.

97. Implementing the Store Closing Procedures will generate funds that will provide the Debtors with needed liquidity to satisfy their obligations during these chapter 11 cases, and to pay down the Debtors' debt in possession financing. The Debtors will select any additional Closing Stores to undergo the Store Closing Procedures after a comprehensive analysis of those stores' profitability, ability to be sold during a possible sales process, and negative leasehold value.

98. Additionally, I believe that the ability to sell or transfer the Pharmaceutical Assets located at the Closing Stores is a necessary step in ensuring the Debtors are capable of closing the unprofitable Closing Stores on a reasonable schedule and the Debtors will ensure the best price under the circumstances is received for any Pharmaceutical Assets sold.

99. I believe that implementing the Store Closing Procedures will allow the Debtors to avoid payment of administrative rent that is not beneficial to the Debtors and their estates, improve the Debtors' liquidity, allow the Debtors to focus on their larger sale or restructuring process, and maximize creditor recoveries. Any interruption or delay in the Debtors' ability to efficiently close the Closing Stores during these chapter 11 cases could have serious negative consequences for the Debtors' estates. Thus, to maintain the value of the Store Closing Assets, it is important that the Court permit the Debtors flexibility to act in the most expeditious and efficient manner possible. I believe that there is sufficient business justification for the Debtors to begin immediately implementing the Store Closing Procedures.

(xi) Motion of Debtors for Entry of an Order Establishing Procedures for Rejection of Unexpired Leases of Nonresidential Real Property and Abandonment of Property in Connection Therewith (the "**Lease Rejection Procedures Motion**")

100. By the Lease Rejection Procedures Motion, the Debtors request authority to approve streamlined procedures (the "**Rejection Procedures**") for the rejection of unexpired Leases, effective as of the Rejection Date, and the abandonment of certain property in connection therewith.

101. In the months leading up to the Commencement Date, the Debtors, together with their advisors, conducted an extensive review of all of their store operations, as well as their leases of non-residential real property. The Debtors are continuing to review their retail store footprint, as well as their real estate portfolio, and expect that additional store

closings and lease rejections may be prudent as the chapter 11 cases unfold. To streamline future store closings, rejections of unexpired nonresidential real property leases, and abandonment of assets, and to avoid filing multiple, individual motions, the Debtors seek authority to implement the Rejection Procedures. I believe that the Rejection Procedures are the most efficient and economical way for the Debtors to address future rejections of the Leases and abandonment of assets located at such leased premises.

- (xii) Omnibus Motion of Debtors to Reject Certain Unexpired Leases and Related Subleases of Nonresidential Real Property and Abandonment of Property in Connection Therewith (the “**Omnibus Lease Rejection Motion**”)

102. By the Omnibus Lease Rejection Motion, the Debtors seek reject 217 unexpired leases and related subleases (each, a “**Lease**” or “**Sublease**” and, collectively, the “**Leases**”) and to abandon certain property in connection therewith, effective as of the date the Debtors have surrendered the premises to the landlord via the delivery of the keys, key codes, and alarm codes to the premises, as applicable, to the applicable lease counterparty, or, if not delivering such keys or codes, providing notice that the landlord may re-let the premises (the “**Rejection Date**”).

103. In the months leading up to the Commencement Date, the Debtors, together with their advisors, conducted an extensive review of all of their nonresidential real property leases. As a result of that initiative, the Debtors have identified the Leases, which are burdensome to the Debtors, nearly all of which are for “dark store” locations where the Debtors have already ceased ongoing operations. As such, the Leases are an unnecessary burden on the Debtors’ estates. In addition, the Debtors have determined that there are no current opportunities to assume and assign the Leases and that no meaningful value would be realized by the Debtors by any such assumption or assignment. Accordingly, the Leases should be

rejected. In almost all instances, the Debtors have already physically vacated the properties and, as of the Commencement Date, have sent the keys and/or codes to the premises and a notice of surrender to the landlords.

- (xiii) Application of Debtors Pursuant to 11 U.S.C. § 105 (a), 28 U.S.C § 156(c), and Local Rule 5075-1 for an Order Appointing Prime Clerk LLC as Claims and Noticing Agent for the Debtors (the “**Claims and Noticing Agent Retention Application**”)

104. The Debtors request authority to appoint Prime Clerk, LLC (“**Prime Clerk**”) as claims and noticing agent (“**Claims and Noticing Agent**”) in accordance with the terms and conditions of that certain Standard Services Agreement dated October 7, 2018, by and between the Company and Prime Clerk (the “**Engagement Agreement**”), effective *nunc pro tunc* to the Commencement Date. Prime Clerk’s duties will include assuming full responsibility for the distribution of notices and the maintenance, processing, and docketing of proofs of claim filed in these Chapter 11 Cases. I believe the Debtors’ selection of Prime Clerk to serve as their Claims and Noticing Agent has satisfied the Court’s Protocol for the Employment of Claims and Noticing Agents Under 28 U.S.C. § 156(c). Specifically, the Debtors have solicited and reviewed engagement proposals from at least two other Court-approved claims and noticing agents to ensure selection through a competitive process.

105. I believe that Prime Clerk’s rates are competitive and reasonable given Prime Clerk’s quality of services and expertise. The terms of Prime Clerk’s retention are set forth in the Engagement Agreement attached to, and filed contemporaneously therewith, the Claims and Noticing Agent Retention Application. Appointing Prime Clerk as their Claims and Noticing Agent will maximize the efficiency of the distribution of notices and the processing of claims, as well as relieve the Office of the Clerk of the Bankruptcy Court of the administrative burden of processing an overwhelming number of claims.

VII.
Information Required by Local Rule 1007-2

106. In accordance with Local Rule 1007-2, the schedules attached hereto provide certain information related to the Debtors.

107. Pursuant to Local Rule 1007-2(a)(3), **Schedule 1** hereto lists the names and addresses of the members of, and attorneys for, any committee organized prior to the Commencement Date and a brief description of the circumstances surrounding the formation of the committee and the date of its formation.

108. Pursuant to Local Rule 1007-2(a)(4), **Schedule 2** hereto lists the holders of the Debtors' forty (40) largest unsecured claims on a consolidated basis, excluding claims of insiders.

109. Pursuant to Local Rule 1007-2(a)(5), **Schedule 3** hereto lists the holders of the four (4) largest secured claims against the Debtors on a consolidated basis.

110. Pursuant to Local Rule 1007-2(a)(6), **Schedule 4** hereto provides a summary of the (unaudited) consolidated assets and liabilities for the Debtors and their non-Debtor affiliates.

111. Pursuant to Local Rule 1007-2(a)(7), **Schedule 5** hereto provides the following information: the number and classes of shares of stock, debentures, and other securities of the Debtors that are publicly held and the number of record holders thereof; and the number and classes of shares of stock, debentures, and other securities of the Debtors that are held by the Debtors' directors and officers, and the amounts so held.

112. Pursuant to Local Rule 1007-2(a)(8), **Schedule 6** hereto provides a list of all of the Debtors' property in the possession or custody of any custodian, public officer, mortgagee, pledgee, assignee of rents, secured creditor, or agent for any such entity, giving the

name, address, and telephone number of each such entity and the location of the court in which any proceeding relating thereto is pending.

113. Pursuant to Local Rule 1007-2(a)(9), **Schedule 7** hereto provides a list of the premises owned, leased, or held under other arrangement from which the Debtors operate their businesses.

114. Pursuant to Local Rule 1007-2(a)(10), **Schedule 8** hereto provides the location of the Debtors' substantial assets, the location of their books and records, and the nature, location, and value of any assets held by the Debtors outside the territorial limits of the United States.

115. Pursuant to Local Rule 1007-2(a)(11), **Schedule 9** hereto provides a list of the nature and present status of each action or proceeding, pending or threatened, against the Debtors or their property where a judgment against the Debtors or a seizure of their property may be imminent.

116. Pursuant to Local Rule 1007-2(a)(12), **Schedule 10** hereto provides a list of the names of the individuals who comprise the Debtors' existing senior management, their tenure with the Debtors, and a brief summary of their relevant responsibilities and experience.

117. Pursuant to Local Rule 1007-2(b)(1)-(2)(A), **Schedule 11** hereto provides the estimated amount of weekly payroll to the Debtors' employees (not including officers, directors, stockholders, and partners) and the estimated amount to be paid to officers, stockholders, directors, members of any partnerships, and financial and business consultants retained by the Debtors for the thirty (30) day period following the filing of the Debtors' Chapter 11 Cases as the Debtors intend to continue to operate their businesses.

118. Pursuant to Local Rule 1007-2(b)(3), **Schedule 12** hereto provides, for the thirty (30) day period following the filing of the Chapter 11 Cases, a list of estimated cash receipts and disbursements, net cash gain or loss, obligations, and receivables expected to accrue that remain unpaid, other than professional fees.

Conclusion

119. This declaration illustrates the factors that have precipitated the commencement of these Chapter 11 Cases and the Debtors' critical need of the protections and tools provided to debtors under chapter 11.

I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Executed this 15th day of October, 2018

/s/ Robert A. Riecker
Robert A. Riecker
Chief Financial Officer
Sears Holdings Corporation and
its Affiliated Debtors

Exhibit A

Capital and Corporate Organization Structure Chart



| 1L Credit Agreement | Outstanding | ESL % | Collateral |
|-------------------------|------------------|-----------|---|
| 1L RCF | \$836.0mm | - | · credit card receivables · pharmacy assets · inventory · cash |
| RCF Letters of Credit | \$123.8mm | - | |
| 2013 1L Term Loan ("A") | \$0mm | - | |
| 2016 1L Term Loan ("B") | \$570.8mm | - | |
| FILO Term Loan | \$125.0mm | 56% | |
| TOTAL | \$1,656mm | 4% | |

| Standalone L/C | Outstanding | ESL % | Collateral |
|-------------------|------------------|------------|--------------------------|
| 1.5L L/C Facility | \$271.1mm | 39% | substantially same as 1L |

| 2L Credit Agreement | Outstanding | ESL % | Collateral |
|-------------------------|------------------|------------|---|
| 2L PIK Term Loan | \$317.1mm | 99% | substantially same as 1L; no pharmacy assets or cash |
| 2L Line of Credit Loans | \$570.0mm | 89% | |
| TOTAL | \$887.1mm | 92% | |

| 2L Notes | Outstanding | ESL % | Collateral |
|----------------------------|------------------|-----------|---|
| 6.625% 2L PIK Toggle Notes | \$175.4mm | 12% | substantially same as 1L; no pharmacy assets or cash |
| 6.625% 2L Notes | \$89.0mm | - | |
| TOTAL | \$264.4mm | 8% | |

| Real Estate Loan | Outstanding | ESL % | Collateral |
|------------------|------------------|------------|---------------|
| Note A (Cascade) | \$108.1mm | 100% | 88 properties |
| Note B (JPP) | \$729.3mm | | |
| TOTAL | \$831.4mm | 87% | |

| Sparrow (former REMIC) | Outstanding | ESL % | Collateral |
|------------------------|------------------|-------|----------------|
| 2018 Term Loan (UBS) | \$111.0mm | - | 138 properties |

| Sparrow Mezzanine | Outstanding | ESL % | Collateral |
|---------------------|------------------|-------------|------------------------|
| Mezzanine Term Loan | \$513.2mm | 100% | equity of SRC O.P. LLC |

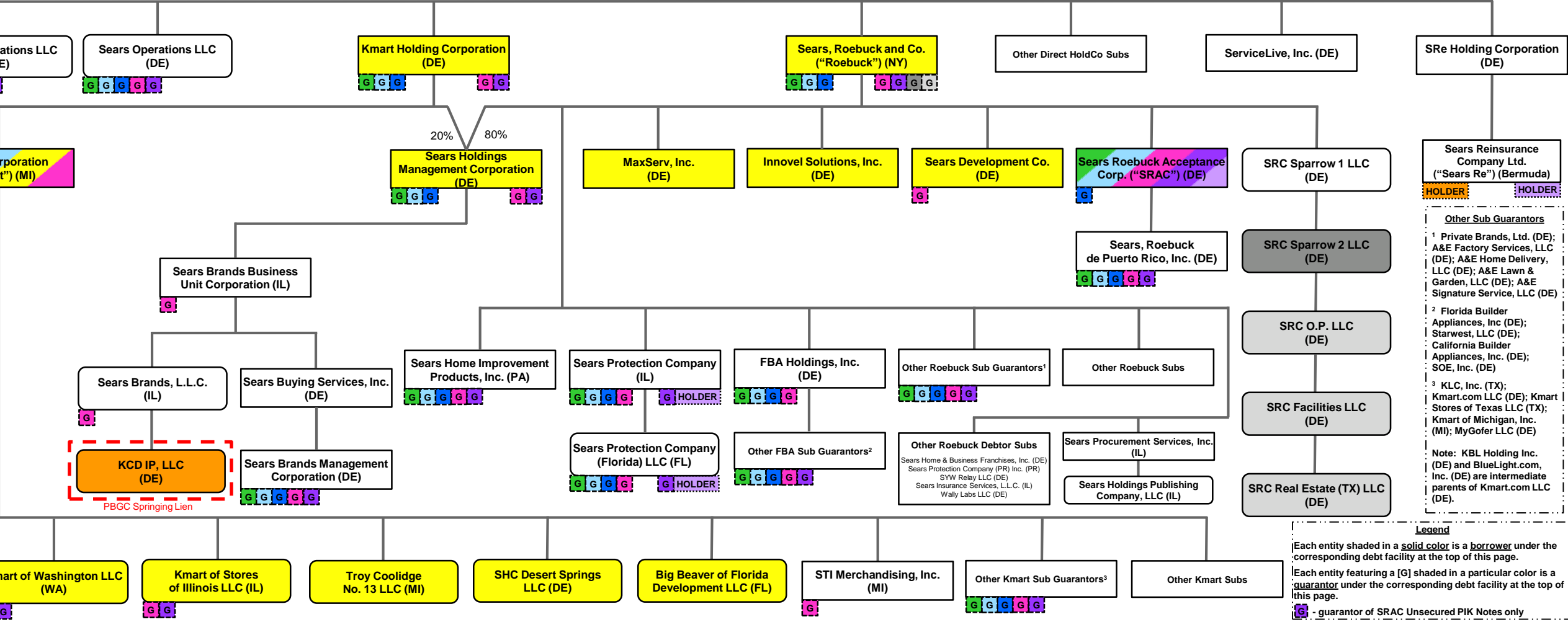
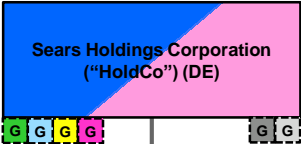
| IP / Ground Lease | Outstanding | ESL % | Collateral |
|-----------------------------|------------------|------------|---------------------------|
| IP / Ground Lease Term Loan | \$231.2mm | 66% | non-KCD IP; ground leases |

| Unsecured Notes | Outstanding | ESL % | Collateral |
|------------------------|------------------|------------|-------------|
| 8.00% PIK Toggle Notes | \$222.6mm | 88% | [unsecured] |
| 8.00% Notes | \$411.0mm | - | |
| TOTAL | \$633.6mm | 31% | |

| SRAC Notes | Outstanding | ESL % | Collateral |
|--------------------------|------------------|-------|-------------|
| SRAC Unsecured PIK Notes | \$107.9mm | - | [unsecured] |
| SRAC Unsecured Notes | \$185.6mm | - | |
| TOTAL | \$293.5mm | - | |

| SRAC Intercompany Notes | Outstanding | ESL % | Collateral |
|-------------------------|------------------|-------|-------------|
| SRAC Medium Term Notes | \$2,312mm | - | [unsecured] |

| KCD Notes | Outstanding | ESL % | Collateral |
|------------------------|----------------|-------|--|
| KCD Asset-Backed Notes | \$900mm | - | IP (<i>Kenmore®</i> , <i>DieHard®</i>) |



Other Sub Guarantors

¹ Private Brands, Ltd. (DE); A&E Factory Services, LLC (DE); A&E Home Delivery, LLC (DE); A&E Lawn & Garden, LLC (DE); A&E Signature Service, LLC (DE)

² Florida Builder Appliances, Inc. (DE); Starwest, LLC (DE); California Builder Appliances, Inc. (DE); SOE, Inc. (DE)

³ KLC, Inc. (TX); Kmart.com LLC (DE); Kmart Stores of Texas LLC (TX); Kmart of Michigan, Inc. (MI); MyGofer LLC (DE)

Note: KBL Holding Inc. (DE) and BlueLight.com, Inc. (DE) are intermediate parents of Kmart.com LLC (DE).

Legend

Each entity shaded in a **solid color** is a **borrower** under the corresponding debt facility at the top of this page.

Each entity featuring a [G] shaded in a particular color is a **guarantor** under the corresponding debt facility at the top of this page.

[G] - guarantor of SRAC Unsecured PIK Notes only

Schedule 1

Committees

Pursuant to Local Rule 1007-2(a)(3), to the best of the Debtors' knowledge and belief, no committee has been organized prior to the Commencement Date.

Schedule 2

Consolidated List of 20 Largest Unsecured Claims (Excluding Insiders)¹

Pursuant to Local Rule 1007-2(a)(4), the following is a list of creditors holding, as of October 13, 2018, the twenty (20) largest, unsecured claims against the Debtors, on a consolidated basis, excluding claims of insiders as defined in 11 U.S.C. § 101.

| No. | Creditor | Complete mailing address, telephone number, and name of employee, agent, or department of creditor familiar with claim who may be contacted | Nature of claim | Amount of claim | Contingent, Unliquidated, Disputed, or Partially Secured |
|------------|--|--|------------------------|------------------------|---|
| 1. | THE PENSION BENEFIT GUARANTY CORPORATION (PUBGC) | Office of the Chief Counsel Attn: Chief Counsel 1200 K Street, N.W., Suite 300, Washington DC 20005 Telephone: (202) 326-4110 | Pension Benefits | Unknown | Unliquidated |
| 2. | SRAC MEDIUM TERM NOTES | BNY Midwest Trust Company Attn: The Bank of New York 101 Barclay St., Floor 8W New York, New York 10286 Telephone: (312) 294-5200 Facsimile: (781) 575-4210 | Unsecured Notes | \$3,211,800,00 | |
| 3. | HOLDINGS UNSECURED NOTES (8.00%) | ComputerShare Trust Company, N.A. 250 Royal Street Canton, MA 02021 Telephone: (781) 575-4210 Facsimile: (781) 575-4210 | Unsecured Notes | \$411,000,000 | |

¹ The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. All claims are subject to customary offsets, rebates, discounts, reconciliations, credits, and adjustments, which are not reflected on this Schedule.

| No. | Creditor | Complete mailing address, telephone number, and name of employee, agent, or department of creditor familiar with claim who may be contacted | Nature of claim | Amount of claim | Contingent, Unliquidated, Disputed, or Partially Secured |
|-----|--|--|--------------------|-----------------|--|
| 4. | HOLDINGS UNSECURED PIK NOTES (8.00%) | ComputerShare Trust Company, N.A. 250 Royal Street Canton, MA 02021 Telephone: (781) 575-4210 | Unsecured Notes | \$222,600,000 | |
| 5. | SRAC UNSECURED NOTES | The Chase Manhattan Bank, N.A. Attn: Corporate Trust 4 Chase MetroTech Center, 3d Fl. Brooklyn, NY 11245 Telephone: (718) 242-0609 | Unsecured Notes | \$185,600,000 | |
| 6. | SRAC UNSECURED PIK NOTES | BNY Midwest Trust Company Attn: The Bank of New York 101 Barclay St., Floor 8W New York, NY Telephone: (312) 294-5200 | Unsecured Notes | \$107,900,000 | |
| 7. | WHIRLPOOL CORPORATION | Attn: President or General Counsel 2000 North M-63 Benton Harbor, MI 49022 Telephone: (269) 923-5000 Facsimile: (269) 923-3722 | Trade Debt | \$23,409,729 | |
| 8. | FRIGIDAIRE COMPANY | Electrolux Attn: President or General Counsel 703 Waterford Way, Suite 300 Carol Stream, IL 60132 Telephone: (786) 388 6400 | Trade Debt | \$18,617,186 | |
| 9. | WINIA DAEWOO ELECTRONICS AMERICA | Attn: President or General Counsel 65 Challenger Road, Suite 360 Ridgefield Park, NJ 07660 Telephone: (877) 393-7823 | Trade Debt | \$15,180,156 | |

| No. | Creditor | Complete mailing address, telephone number, and name of employee, agent, or department of creditor familiar with claim who may be contacted | Nature of claim | Amount of claim | Contingent, Unliquidated, Disputed, or Partially Secured |
|------------|--------------------------------|---|------------------------|------------------------|---|
| 10. | CARDINAL HEALTH | Attn: President or General Counsel 7000 Cardinal Place Dublin, OH 43017 Telephone: (614) 757-5000 | Trade Debt | \$13,877,913 | |
| 11. | ICON HEALTH AND FITNESS INC. | Attn: President or General Counsel P.O. Box 99661 1500 South 1000 West Chicago, IL 60690 Telephone: (877) 993-7999 Facsimile: (435) 750-5328 | Trade Debt | \$12,102,200 | |
| 12. | HK GREATSTAR INT'L CO. LTD. | Attn: President or General Counsel Rm 35, 4/F., Po Yip Building 23 Hing Yip Street, Kwun Tong Kowloon, Hong Kong Telephone: 852 2110 4002 Facsimile: 852 3585 6687 | Trade Debt | \$10,354,683 | |
| 13. | SAMSUNG ELECTRONICS AMERICA HA | Attn: President or General Counsel 85 Challenger Road, 7th Floor Ridgefield Park, NJ 07660 Telephone: (201) 229-4000 Facsimile: (201) 229-4029 | Trade Debt | \$8,054,247 | |
| 14. | APEX TOOL INTERNATIONAL LLC | Attn: President or General Counsel 910 Ridgebrook Road, Suite 200 Sparks, MD 21152 Telephone: (410) 773-7800 Facsimile: (800) 234-0472 | Trade Debt | \$6,605,582 | |

| No. | Creditor | Complete mailing address, telephone number, and name of employee, agent, or department of creditor familiar with claim who may be contacted | Nature of claim | Amount of claim | Contingent, Unliquidated, Disputed, or Partially Secured |
|-----|----------------------------------|---|-----------------|-----------------|--|
| 15. | BLACK & DECKER US INC. | Stanley Black & Decker Attn: President or General Counsel 701 East Joppa Road Baltimore, MD 21286 Telephone: (410) 716 3900 Facsimile: (410) 716 7966 | Trade Debt | \$5,893,734 | |
| 16. | EASTERN PRIME TEXTILE LIMITED | Attn: President or General Counsel Unit F10/F, King Win FTY Building No. 65-67 King Yip Street Kwun Tong, Kowloon, Hong Kong Telephone: 852 2191 8293 Facsimile: 852 2793 9353 | Trade Debt | \$5,761,992 | |
| 17. | WINNERS INDUSTRY COMPANY LIMITED | Attn: President or General Counsel Unit A, Wah Lung Building 49-53 Wang Lung Street Tsuen Wan, New Territories, Hong Kong Telephone: 86 769 8321 3199 Facsimile: 86 769 83213177 | Trade Debt | \$5,359,201 | |
| 18. | TATA CONSULTANCY SERVICES LTD. | Attn: President or General Counsel 379 Thornal Street, 4th Floor Edison, NJ 08837 Telephone: 91 (226) 778-9595 Facsimile: 91 (226) 778-9660 | Trade Debt | \$5,333,545 | |
| 19. | ACTIVE MEDIA SERVICES INC. | Attn: President or General Counsel 1 Blue Hill Plaza Pearl River, NY 10965 Telephone: (845) 735-1700 Facsimile: (845) 735-0717 | Trade Debt | \$5,192,874 | |

| No. | Creditor | Complete mailing address, telephone number, and name of employee, agent, or department of creditor familiar with claim who may be contacted | Nature of claim | Amount of claim | Contingent, Unliquidated, Disputed, or Partially Secured |
|-----|-------------------------|---|-----------------|-----------------|--|
| 20. | AUTOMOTIVE RENTALS INC. | Attn: President or General Counsel P.O Box 4375 4001 Laedenhall Road Philadelphia, PA 19178 Telephone: (856) 778-1500 Facsimile: (856) 231) 9106 | Trade Debt | \$4,830,313 | |

Schedule 3

Consolidated List of Holders of Five Largest Secured Claims

Pursuant to Local Rule 1007-2(a)(5), to the best of the Debtors' knowledge, belief, and understanding, the following chart lists the holders, as of the Commencement Date, of the five (5) largest secured, non-contingent claims against the Debtors, on a consolidated basis.

| No. | Holder | Mailing Address | Amount of Claim | Type of Collateral | Estimated Value of Collateral |
|------------|--|---|------------------------|--|--------------------------------------|
| 1. | First Lien Revolving Credit Agreement (Bank of America, N.A. and Wells Fargo Bank, National Association) | Bank of America, N.A. Attn: General Counsel 100 North Tryon Street, Charlotte, NC 28255 Wells Fargo, National Association Attn: General Counsel 420 Montgomery Street, San Francisco, CA 94104 | \$836,000,000 | Credit Card Receivables, Pharmacy Receivables, Inventory, Prescription Lists, Deposit Accounts, and Cash | Unknown |
| 2. | Consolidated Secured Note B (held by JPP, LLC and JPP, II L.L.C.) | C/O ESL Investments, Inc. Attn: Edward S. Lampert, CEO 1170 Kane Concourse, Suite 200 Bay Harbor Islands, FL 33154 | \$723,300,000 | Real Estate | Unknown |

| No. | Holder | Mailing Address | Amount of Claim | Type of Collateral | Estimated Value of Collateral |
|-----|--|---|-----------------|--|-------------------------------|
| 3. | 2016 First Lien Term Loan ("B") (Bank of America, N.A. and Wells Fargo Bank, National Association) | Bank of America, N.A. Attn: General Counsel 100 North Tryon Street, Charlotte, NC 28255 Wells Fargo, National Association Attn: General Counsel 420 Montgomery Street, San Francisco, CA 94104 | \$570,800,000 | Credit Card Receivables, Pharmacy Receivables, Inventory, Prescription Lists, Deposit Accounts, and Cash | Unknown |
| 4. | Second Lien Line of Credit Loans (JPP, LLC as administrative agent) | C/O ESL Investments, Inc. Attn: Edward S. Lampert, CEO 1170 Kane Concourse, Suite 200 Bay Harbor Islands, FL 33154 | \$570,000,000 | Credit Card Receivables and Inventory | Unknown |
| 5. | Second Lien PIK Term Loan (6 5/8% Senior Secured Convertible PIK Toggle Notes Due 2019) | Computershare Trust Company N.A. P.O. Box 43078 Providence, RI 02940 | \$317,100,000 | Credit Card Receivables and Inventory | Unknown |

Schedule 4

Sears Holding Company - Condensed Consolidated Balance Sheet (Unaudited) As of August 4, 2018

| <i>millions</i> | August 4, 2018 | July 29, 2017 | February 3, 2018 |
|---|-------------------|------------------|---------------------|
| ASSETS | | | |
| Current assets | | | |
| Cash and cash equivalents | \$ 193 | \$ 212 | \$ 182 |
| Restricted cash | 248 | 230 | 154 |
| Accounts receivable ⁽¹⁾ | 327 | 370 | 343 |
| Merchandise inventories | 2,714 | 3,433 | 2,798 |
| Prepaid expenses and other current assets ⁽²⁾ | 386 | 334 | 346 |
| Total current assets | 3,868 | 4,579 | 3,823 |
| Property and equipment (net of accumulated depreciation and amortization of \$2,276, \$2,676 and \$2,381) | 1,444 | 1,969 | 1,729 |
| Goodwill | 269 | 269 | 269 |
| Trade names and other intangible assets | 1,090 | 1,249 | 1,168 |
| Other assets | 266 | 301 | 284 |
| TOTAL ASSETS | \$ 6,937 | \$ 8,367 | \$ 7,273 |
| LIABILITIES | | | |
| Current liabilities | | | |
| Short-term borrowings ⁽³⁾ | \$ 1,254 | \$ 546 | \$ 915 |
| Current portion of long-term debt and capitalized lease obligations ⁽⁴⁾ | 196 | 1,052 | 968 |
| Merchandise payables | 487 | 670 | 576 |
| Other current liabilities ⁽⁵⁾ | 1,474 | 1,700 | 1,575 |
| Unearned revenues | 652 | 704 | 641 |
| Other taxes | 214 | 302 | 247 |
| Total current liabilities | 4,277 | 4,974 | 4,922 |
| Long-term debt and capitalized lease obligations ⁽⁶⁾ | 3,504 | 2,405 | 2,249 |
| Pension and postretirement benefits | 1,164 | 1,731 | 1,619 |
| Deferred gain on sale-leaseback | 305 | 455 | 362 |
| Sale-leaseback financing obligation | 347 | 230 | 247 |
| Unearned revenues | 853 | 593 | 539 |
| Other long-term liabilities | 770 | 992 | 935 |
| Long-term deferred tax liabilities | 119 | 643 | 126 |
| Total Liabilities | 11,339 | 12,023 | 10,999 |
| Commitments and contingencies | | | |
| DEFICIT | | | |
| Total Deficit | (4,402) | (3,656) | (3,726) |
| TOTAL LIABILITIES AND DEFICIT | \$ 6,937 | \$ 8,367 | \$ 7,273 |

- (1) Includes \$22 million, \$25 million and \$28 million of net amounts receivable from SHG, and \$1 million, \$4 million and \$1 million of amounts receivable from Seritage at August 4, 2018, July 29, 2017 and February 3, 2018, respectively. Also includes \$1 million of net amounts receivable from Lands' End at July 29, 2017 and February 3, 2018.
- (2) Includes \$6 million prepaid rent to Seritage at both August 4, 2018 and February 3, 2018.
- (3) Includes balances held by related parties of \$525 million, \$245 million and \$645 million at August 4, 2018, July 29, 2017 and February 3, 2018, respectively, related to our Line of Credit Loans for all periods presented and also our Incremental Loans at February 3, 2018. See Note 2 for defined terms and Notes 2 and 11 for further information.
- (4) Includes balances held by related parties of \$131 million and \$146 million at July 29, 2017 and February 3, 2018, respectively, related to our 2016 Secured Loan Facility for both periods and also our Old Senior Secured Notes at February 3, 2018. See Note 2 for defined terms and Notes 2 and 11 for further information.
- (5) Includes \$9 million and \$24 million of amounts payable to Seritage at August 4, 2018 and July 29, 2017, respectively.
- (6) Includes balances held by related parties of \$2.3 billion, \$1.6 billion and \$1.5 billion at August 4, 2018, July 29, 2017 and February 3, 2018, respectively, related to our Subsidiary Notes, Old Senior Unsecured Notes, Second Lien Term Loans, and 2016 Term Loan for all periods presented, our Consolidated Secured Loan Facility, FILO Loan, Mezzanine Loans, Additional Mezzanine Loans, New Senior Secured Notes and New Senior Unsecured Notes at August 4, 2018, our Term Loan Facility at August 4, 2018 and February 3, 2018, our 2017 Secured Loan Facility at July 29, 2017 and February 3, 2018, and our Old Senior Secured Notes at July 29, 2017. See Note 2 for defined terms and Notes 2 and Note 11 for further information.

General Note: The Consolidated Balance Sheet is unaudited, subject to change and includes certain items that remain under review by the Company and may be accounted for differently in future reports.

Schedule 5

Publicly Held Securities

Pursuant to Local Rule 1007-2(a)(7), the following lists the number and classes of shares of stock, debentures, and other securities of the Debtors that are publicly held (“**Securities**”) and the number of holders thereof. The Securities held by the Debtors’ directors and officers are listed separately.

Public Securities of Debtors

| Type of Security | Approximate Number | Approximate Number of Record Holders | As of |
|---|---------------------------|---|-------------------|
| Common Stock of Sears Holding Corporation | 108,992,750 shares | 9,502 | September 7, 2018 |

Public Securities Held by the Debtors’ Non-Employee Directors¹

| Name of Non-Employee Director | Entity | Approximate Number | As of |
|--------------------------------------|----------------------------|---|----------------|
| Thomas J. Tisch | Sears Holdings Corporation | 3,407,614 shares of Common Stock 469,599 warrants exercisable for shares in Common Stock | March 14, 2018 |
| William C. Kunkler | Sears Holdings Corporation | 30,383 shares of Common Stock 5,103 warrants exercisable for shares in Common Stock | March 14 2018 |
| Ann N. Reese | Sears Holdings Corporation | 12,285 shares of Common Stock 2,059 warrants exercisable for shares in Common Stock | March 14 2018 |

¹ The following information has been provided with respect to Debtor Sears Holding Corporation. Certain officers or directors may, directly or indirectly, also hold securities of other debtor affiliates as well.

| | | | |
|----------------|----------------------------|---|---------------|
| Paul DePodesta | Sears Holdings Corporation | 3,104 shares of Common Stock 545 warrants exercisable for shares in Common Stock | March 14 2018 |
| Kunal Kamlani | Sears Holdings Corporation | 500 shares of Common Stock | May 9, 2018 |

Public Securities Held by the Debtors' Executive Officers and Employee Directors

| Name of Executive Officer/ Employee Director ² | Approximate Number ³ | As of |
|--|---|--------------------|
| Edward Lampart | 53,867,874 shares of Common Stock 10,033,472 warrants exercisable for shares in Common Stock | October 5, 2018 |
| Leena Munjal | 6,220 shares of Common Stock | March 14 2018 |
| Robert J. Naedele | 3,494 shares of Common Stock | March 14 2018 |
| Perry (Dean) Schwartz | 1,974 shares of Common Stock | March 14 2018 |
| Stephen L. Sitley | 1,093 shares of Common Stock | September 28, 2018 |
| Michael V. Morrie | 710 shares of Common Stock | October 10, 2018 |
| Terrence E. Rolecek | 653 shares of Common Stock | October 10, 2018 |
| Laurence M. Jenchel | 616 shares of Common Stock | October 10, 2018 |
| Frank M. Kruszewski | 452 shares of Common Stock | September 28, 2018 |
| John L. Lorenz | 325 shares of Common Stock | October 10, 2018 |
| David A. Shellenberger | 244 shares of Common Stock | October 10, 2018 |
| Jane Borden | 212 shares of Common Stock | September 28, 2018 |
| Robert A. Riecker | 195 shares of Common Stock | September 28, 2018 |

² Total shares includes indirect holdings.

³ Where an Executive Officer or Employee Director owns a fraction of a share, such fraction shall be rounded down to the nearest whole number.

| | | |
|--------------------|----------------------------|--------------------|
| David L. Acquaviva | 156 shares of Common Stock | October 10, 2018 |
| Alfred Smith | 153 shares of Common Stock | October 10, 2018 |
| Laura A. Novak | 125 shares of Common Stock | October 10, 2018 |
| Howard Raphael | 123 shares of Common Stock | October 10, 2018 |
| Justin S. Kurt | 114 shares of Common Stock | October 10, 2018 |
| Tyrone L. Schiele | 103 shares of Common Stock | October 10, 2018 |
| Michael J. Brotnow | 71 shares of Common Stock | October 10, 2018 |
| Anne M. Hand | 47 shares of Common Stock | October 10, 2018 |
| Paul Paluch | 28 shares of Common Stock | October 10, 2018 |
| Carol R. Ricchio | 24 shares of Common Stock | October 10, 2018 |
| Charles Smith | 21 shares of Common Stock | September 28, 2018 |
| Donald C. Munn | 19 shares of Common Stock | October 10, 2018 |
| Robert F. Baker | 10 shares of Common Stock | October 10, 2018 |
| Robert Gerlach | 3 shares of Common Stock | October 10, 2018 |
| Lori K. Miller | 1 share of Common Stock | September 28, 2018 |

Schedule 6

Debtors' Property Not in the Debtors' Possession

Local Rule 1007-2(a)(8) requires the Debtors to list property that is in the possession or custody of any custodian, public officer, mortgagee, pledgee, assignee of rents, secured creditor, or agent for any such entity.

In the ordinary course of business, on any given day, property of the Debtors (including merchandise, inventory, security deposits or other collateral with counterparties to certain commercial relationships) is likely to be in the possession of various third parties, including, vendors, shippers, common carriers, materialmen, distributors, warehousemen, fulfillment houses, service providers, custodians, public officers or agents, where the Debtors' ownership interest is not affected. Because of the constant movement of this property, providing a comprehensive list of the persons or entities in possession of the property, their addresses and telephone numbers, and the location of any court proceeding affecting the property would be impractical.

Schedule 7

Pursuant to Local Rule 1007-2(a)(9), the following lists the property or premises owned, leased, or held under other arrangement¹ from which the Debtors operate their businesses.

| Debtor | Street Address | City | State | Zip Code | Country |
|--|------------------------------------|--------------------------------|-------|----------|---------------|
| California Builders Appliances, Inc | 310 Carolina Street | San Francisco | CA | 94103 | United States |
| California Builders Appliances, Inc | 52 Winchester Blvd; Suite A | Santa Clara | CA | 95050 | United States |
| Fba Holdings, Inc. | 9025 S Kyrene Rd (Suites 101-105) | Tempe | AZ | 85284 | United States |
| Fba Holdings, Inc. | 9025 S Kyrene Rd | Tempe - Showroom | AZ | 85284 | United States |
| Fba Holdings, Inc. | 11340 White Rock Road | Rancho Cordova | CA | 95742 | United States |
| Fba Holdings, Inc. | 6085 State Farm Drive | Rohnert Park | CA | 94928 | United States |
| Fba Holdings, Inc. | 530 W Francisco Blvd | San Rafael - Mcphails Showroom | CA | 94901 | United States |
| Fba Holdings, Inc. | 3139 N Andrews Ave | Pompano Beach | FL | 33064 | United States |
| Fba Holdings, Inc. | 7370 S Dean Martin Drive Suite 401 | Las Vegas - Showroom | NV | 89139 | United States |
| Fba Holdings, Inc. | 7525 Colbert Dr Ste 108 | Reno - Mcphails Showroom | NV | 89511 | United States |
| Fba Holdings, Inc. | 30803 Santana Street | Hayward | CA | 94544 | United States |
| Florida Builder Appliances, Inc., D/B/A Monark | 27180 Bay Landing Dr | Bonita Springs Showroom | FL | 34135 | United States |
| Florida Builder Appliances, Inc., D/B/A Monark | 6300 S Dixie Hwy | Miami - Showroom | FL | 33143 | United States |
| Florida Builder Appliances, Inc., D/B/A Monark | 5670 Fruitville Rd | Sarasota | FL | 34232 | United States |
| Florida Builder Appliances, Inc., D/B/A Monark | 400 Northpoint Pkwy Ste403 | West Palm Bch - Showroom | FL | 33407 | United States |
| Florida Builder Appliances, Inc., D/B/A Monark | 500 S. Park Avenue | Winter Park | FL | 32789 | United States |
| Innovel Solutions, Inc. | 5921 Midway Park Blvd Ne | Albuquerque | NM | 87109 | United States |

¹ Any classification of the contractual agreements listed herein as real property leases or property held by other arrangements is not binding upon the Debtors. The following list is based on the Debtors' good faith and best efforts as of the Commencement Date. To the extent the Debtors inadvertently included or failed to include a property on this schedule, the Debtors reserve the right to amend the schedule accordingly.

| | | | | | |
|--|---------------------------------|--------------|----|-------|------------------|
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 262 Oxmoor Court | Birmingham | AL | 35209 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 1900 W 65th St-Ste 10 | Little Rock | AR | 72209 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 844 N 44th Ave Ste 2 | Phoenix | AZ | 85043 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 521 Stone Rd | Benicia | CA | 94510 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 3688 E. Central Avenue | Fresno | CA | 93725 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 1021 Cadillac Ct | Milpitas | CA | 95035 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 3355 Dulles Drive | Mira Loma | CA | 91752 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 5691 E Philadelphia; Ste 100 | Ontario | CA | 91761 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 1200 Blumenfeld Dr | Sacramento | CA | 95815 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 960 Sherman St | San Diego | CA | 92110 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 500 W Warner Ave #28 | Santa Ana | CA | 92707 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 2115 Sinclair Avenue | Stockton | CA | 95215 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 14090 Balboa Blvd | Sylmar | CA | 91342 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 18875 Bromley Lane | Brighton | CO | 80601 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 65 Holmes Rd | Newington | CT | 06111 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | All South Delivery | Ft Pierce | FL | 34982 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 1 Imeson Park Blvd | Jacksonville | FL | 32218 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 2969 Faye Road | Jacksonville | FL | 32226 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 5041 W Silver Springs Blvd | Ocala | FL | 34482 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 900 International Parkway | Sunrise | FL | 33325 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 8640 Elm Fair Blvd | Tampa | FL | 33610 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 3825 Forsyth Rd | Winter Park | FL | 32792 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 580 Raco Parkway | Pendergrass | GA | 30567 | United States |

| | | | | | |
|--|--------------------------------|--------------|----|-------|------------------|
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 3 Patton Rd; Ste 150 Bldg G | Savannah | GA | 31405 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 2301 Mt Industrial Blvd | Tucker | GA | 30084 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 98-600 Kamehameha Hwy | Pearl City | HI | 96782 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 3 Quest Dirve Units 301-302 | Bloomington | IL | 61705 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 117 Industrial Dr | Granite City | IL | 62040 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 1600 N Boudreau Rd | Manteno | IL | 60950 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 8374 N 4000 East Rd | Manteno | IL | 60950 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 2065 George St | Melrose Park | IL | 60160 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 1835 Ferry Rd | Naperville | IL | 60563 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 1701 W Normantown Road | Romeoville | IL | 60446 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 1801 W. Normantown Road | Romeoville | IL | 60446 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 5160 W 81st St - West Dock | Indianapolis | IN | 46268 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 2940 S Minneapolis Ave | Wichita | KS | 67216 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 3509 Bashford Ave | Louisville | KY | 40218 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 810 Hwy 30 West; Suite F | Gonzales | LA | 70737 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 624 Elmwood Pkwy | Harahan | LA | 70123 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 349 University Ave | Westwood | MA | 02090 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 8700 Robert Fulton Drive | Columbia | MD | 21046 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 12001 Sears Ave | Livonia | MI | 48150 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 3202 W. Sawyer Drive | Saginaw | MI | 48601 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 1172 147th Street | Wayland | MI | 49348 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 2700 Winter St Ne | Minneapolis | MN | 55413 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 761 Nw Parkway | Riverside | MO | 64150 | United States |

| | | | | | |
|--|---------------------------------|--------------|----|-------|------------------|
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 10425 Ridgewood Dr | Olive Branch | MS | 38654 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 4800 A Sirius Ln | Charlotte | NC | 28208 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 651a Brigham Rd | Greensboro | NC | 27409 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 266 Route 125 | Kingston | NH | 03848 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 151 Maywood Ave | Maywood | NJ | 07607 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 1000 New County Road | Secaucus | NJ | 07094 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 279 Broadway | Menands | NY | 12204 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 100 Mushroom Blvd | Rochester | NY | 14623 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 225 Robbins Lane | Syosset | NY | 11791 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 4620 Hickley Industrial Pkwy | Cleveland | OH | 44109 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 1621 Georgesville Rd | Columbus | OH | 43228 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 5330 Crosswind Dr; Ste A | Columbus | OH | 43228 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 4425 Salzman Road | Monroe | OH | 45044 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 4725 Pacific Ave | Eugene | OR | 97402 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 15427 Ne Airport Way | Portland | OR | 97230 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 1820 Race Street | Allentown | PA | 18109 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 100 First Avenue | Gouldsboro | PA | 18424 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 400 First Avenue | Gouldsboro | PA | 18424 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 2040 N Union St | Middletown | PA | 17057 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 27 51st St | Pittsburgh | PA | 15201 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 1235 S Harrisburg St | Steelton | PA | 17111 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 115 Haywood Rd | Greenville | SC | 29607 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 3831 Commercial Cneter Rd | Ladson | SC | 29456 | United States |

| | | | | | |
|--|------------------------------------|---------------|----|-------|------------------|
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 114 Sherlake Rd | Knoxville | TN | 37922 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 3952 Willow Lake Blvd; Bldg 5 | Memphis | TN | 38118 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 1600 Roe St | Dallas | TX | 75215 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 39b Concord | El Paso | TX | 79906 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 615 Westport Pkwy; Ste 200 | Grapevine | TX | 76051 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 5901 Griggs Rd | Houston | TX | 77023 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 828 New Meister Lane, Suite 100 | Pflugersville | TX | 78660 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 1331 N Pine St | San Antonio | TX | 78202 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 713 Fenway Ave; Ste D | Chesapeake | VA | 23323 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 45065 Old Ox Rd | Dulles | VA | 20166 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 4100 Tomlyn St | Richmond | VA | 23230 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 2302 West Valley Highway | Auburn | WA | 98001 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 21612 88th Ave South | Kent | WA | 98301 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 7650 S 228th St | Kent | WA | 98032 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 10424 W Aero Rd | Spokane | WA | 99224 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | N 168 Apoltolic Rd | Vandenbroek | WI | 54130 | United States |
| Innovel Solutions, Inc., F/K/A Sears Logistics Services, Inc. | 4320 N. 124th Street | Wauwatosa | WI | 53222 | United States |
| Kmart Corporation | 7200 Us Highway 431 | Albertville | AL | 35950 | United States |
| Kmart Corporation | 5980 Chalkville Mountain | Birmingham | AL | 35235 | United States |
| Kmart Corporation | 1525 Chestnut Bypass | Centre | AL | 35960 | United States |
| Kmart Corporation | 2185 Reeves Street | Dothan | AL | 36303 | United States |
| Kmart Corporation | 901 Decatur Highway | Gardendale | AL | 35071 | United States |
| Kmart Corporation | 230 Green Springs Hwy | Homewood | AL | 35209 | United States |

| | | | | | |
|-------------------|------------------------------|------------------|----|-------|------------------|
| Kmart Corporation | 5451 Halls Mill Rd Ste 14 | Mobile | AL | 36619 | United States |
| Kmart Corporation | 3401 Woodward Ave | Muscle Shoals | AL | 35661 | United States |
| Kmart Corporation | 803 Martin Street South | Pell City | AL | 35128 | United States |
| Kmart Corporation | 2003 Us Hwy 280 Bypass | Phenix City | AL | 36867 | United States |
| Kmart Corporation | 635 Skyland Blvd | Tuscaloosa | AL | 35405 | United States |
| Kmart Corporation | 2010 South Caraway Road | Jonesboro | AR | 72401 | United States |
| Kmart Corporation | 10901 Rodney Parham | Little Rock | AR | 72212 | United States |
| Kmart Corporation | 1870 Mc Cullouch Blvd | Lake Havasu City | AZ | 86403 | United States |
| Kmart Corporation | 300 West Mariposa Rd | Nogales | AZ | 85621 | United States |
| Kmart Corporation | 7550 E. Highway #69 | Prescott Valley | AZ | 86314 | United States |
| Kmart Corporation | 2250 S Hwy 95, Ste 256 | Riviera | AZ | 86442 | United States |
| Kmart Corporation | 7055 E Broadway St | Tucson | AZ | 85710 | United States |
| Kmart Corporation | 2140 E Lincoln Ave | Anaheim | CA | 92806 | United States |
| Kmart Corporation | 20777 Bear Valley Road | Apple Valley | CA | 92308 | United States |
| Kmart Corporation | 1570 W Branch St | Arroyo Grande | CA | 93420 | United States |
| Kmart Corporation | 3980 El Camino Real | Atascadero | CA | 93422 | United States |
| Kmart Corporation | 2505 Bell Rd | Auburn | CA | 95603 | United States |
| Kmart Corporation | 3600 Wilson Rd | Bakersfield | CA | 93309 | United States |
| Kmart Corporation | 1200 N Main St | Bishop | CA | 93514 | United States |
| Kmart Corporation | 1445 W Hobson | Blythe | CA | 92225 | United States |
| Kmart Corporation | 1000 San Fernando Road | Burbank | CA | 91504 | United States |
| Kmart Corporation | 940 Arneill Rd | Camarillo | CA | 93010 | United States |
| Kmart Corporation | 500 Carson Town Ctr | Carson | CA | 90745 | United States |

| | | | | | |
|-------------------|-------------------------|--------------------|----|-------|---------------|
| Kmart Corporation | 2155 Pillsbury Rd | Chico | CA | 95926 | United States |
| Kmart Corporation | 1075 Shaw Ave | Clovis | CA | 93612 | United States |
| Kmart Corporation | 25 West Polk Street | Coalinga | CA | 93210 | United States |
| Kmart Corporation | 5100 Clayton Road | Concord | CA | 94521 | United States |
| Kmart Corporation | 2200 Harbor Blvd | Costa Mesa | CA | 92627 | United States |
| Kmart Corporation | 8017 South Atlantic Ave | Cudahy | CA | 90201 | United States |
| Kmart Corporation | 14011 Palm Drive | Desert Hot Springs | CA | 92240 | United States |
| Kmart Corporation | 1950 N Imperial Ave | El Centro | CA | 92243 | United States |
| Kmart Corporation | 4325 Broadway | Eureka | CA | 95503 | United States |
| Kmart Corporation | 17099 Valley Blvd | Fontana | CA | 92335 | United States |
| Kmart Corporation | 1702 Freedom Boulevard | Freedom | CA | 95019 | United States |
| Kmart Corporation | 6865 Hollister Ave | Goleta | CA | 93117 | United States |
| Kmart Corporation | 111 W Mc Knight Way | Grass Valley | CA | 95949 | United States |
| Kmart Corporation | 26231 Mission Blvd | Hayward | CA | 94544 | United States |
| Kmart Corporation | 491 Tres Pinos Road | Hollister | CA | 95023 | United States |
| Kmart Corporation | 81691 Hwy 111 | Indio | CA | 92201 | United States |
| Kmart Corporation | 333 Sierra | Kingsburg | CA | 93631 | United States |
| Kmart Corporation | 2019 South Main | Lakeport | CA | 95453 | United States |
| Kmart Corporation | 215 W Hanford/Armona Rd | Lemoore | CA | 93245 | United States |
| Kmart Corporation | 2900 Bellflower Blvd | Long Beach | CA | 90815 | United States |
| Kmart Corporation | 6310 W 3rd Street | Los Angeles | CA | 90036 | United States |
| Kmart Corporation | 3100 Milliken Ave | Mira Loma | CA | 91752 | United States |
| Kmart Corporation | 1351 E Hatch Rd | Modesto | CA | 95351 | United States |

| | | | | | |
|-------------------|---------------------------|------------------|----|-------|---------------|
| Kmart Corporation | 13007 Sherman Way | North Hollywood | CA | 91605 | United States |
| Kmart Corporation | 1555 E F St | Oakdale | CA | 98233 | United States |
| Kmart Corporation | 175 Maag Avenue | Oakdale | CA | 95361 | United States |
| Kmart Corporation | 2530 S Euclid Ave | Ontario | CA | 91762 | United States |
| Kmart Corporation | 5600 East Airport Rd | Ontario | CA | 91761 | United States |
| Kmart Corporation | 6600 Clark Road | Paradise | CA | 95969 | United States |
| Kmart Corporation | 261 N Mc Dowell Blvd | Petaluma | CA | 94954 | United States |
| Kmart Corporation | 1500 Fitzgerald Dr | Pinole | CA | 94564 | United States |
| Kmart Corporation | 3968-A Missouri Flat Road | Placerville | CA | 95667 | United States |
| Kmart Corporation | 2685 Hilltop Drive | Redding | CA | 96002 | United States |
| Kmart Corporation | 1625 W Redlands | Redlands | CA | 92373 | United States |
| Kmart Corporation | 1155 Veteran's Blvd | Redwood City | CA | 94063 | United States |
| Kmart Corporation | 375 E Alessandro Blvd | Riverside | CA | 92508 | United States |
| Kmart Corporation | 7840 Limonite Ave | Riverside | CA | 92509 | United States |
| Kmart Corporation | 5100 Stockton Blvd | Sacramento | CA | 95820 | United States |
| Kmart Corporation | 1050 North Davis Road | Salinas | CA | 93907 | United States |
| Kmart Corporation | 8730 Rio San Diego Dr | San Diego | CA | 92108 | United States |
| Kmart Corporation | 2875 Santa Maria Way | Santa Maria | CA | 93455 | United States |
| Kmart Corporation | 3771 Cleveland Ave | Santa Rosa | CA | 95403 | United States |
| Kmart Corporation | 270 Mt Hermon Rd | Scotts Valley | CA | 95066 | United States |
| Kmart Corporation | 1056 Emerald Bay Rd | South Lake Tahoe | CA | 96150 | United States |
| Kmart Corporation | 2180 E Mariposa Rd | Stockton | CA | 95205 | United States |
| Kmart Corporation | 710 West Tehachapi | Tehachapi | CA | 93561 | United States |

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|-------------------|-----------------------|------------------|----|-------|---------------|
| Kmart Corporation | 26471 Ynez Road | Temecula | CA | 92591 | United States |
| Kmart Corporation | 5665 N Rosemead Blvd | Temple City | CA | 91780 | United States |
| Kmart Corporation | 3247 W Noble Ave | Visalia | CA | 93277 | United States |
| Kmart Corporation | 730 South Orange | West Covina | CA | 91790 | United States |
| Kmart Corporation | 850 Gray Ave | Yuba City | CA | 95991 | United States |
| Kmart Corporation | 15200 E Colfax Ave | Aurora | CO | 80011 | United States |
| Kmart Corporation | 18875 Bromley Lane | Brighton | CO | 80601 | United States |
| Kmart Corporation | 3020 N Nevada St | Colorado Springs | CO | 80907 | United States |
| Kmart Corporation | 363 S Broadway | Denver | CO | 80209 | United States |
| Kmart Corporation | 200 W Belleview | Englewood | CO | 80110 | United States |
| Kmart Corporation | 51027 Highway #6 | Glenwood Springs | CO | 81601 | United States |
| Kmart Corporation | 2809 North Ave | Grand Junction | CO | 81501 | United States |
| Kmart Corporation | 2665 W Eisenhower | Loveland | CO | 80537 | United States |
| Kmart Corporation | 3415 N Elizabeth St | Pueblo | CO | 81008 | United States |
| Kmart Corporation | 45 Shunpike Rd | Cromwell | CT | 06416 | United States |
| Kmart Corporation | 589 Bridgeport Ave | Milford | CT | 06460 | United States |
| Kmart Corporation | 44 Providence Pike | Putnam | CT | 06260 | United States |
| Kmart Corporation | 100 Main Street North | Southbury | CT | 06488 | United States |
| Kmart Corporation | 295 Hartford Turnpike | Vernon | CT | 06066 | United States |
| Kmart Corporation | 595 Straits Turnpike | Watertown | CT | 06795 | United States |
| Kmart Corporation | 301 Governor Place | Bear | DE | 19701 | United States |
| Kmart Corporation | 301 College Square | Newark | DE | 19711 | United States |
| Kmart Corporation | 3240 Kirkwood Hwy | Wilmington | DE | 19808 | United States |

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|-------------------|---------------------------|-------------------|----|-------|---------------|
| Kmart Corporation | 4700 Limestone Road | Wilmington | DE | 19808 | United States |
| Kmart Corporation | 1401 W Palmetto Park Rd | Boca Raton | FL | 33486 | United States |
| Kmart Corporation | 1602 W Brandon Blvd | Brandon | FL | 33511 | United States |
| Kmart Corporation | 26996 Us Hwy 19 N | Clearwater | FL | 33761 | United States |
| Kmart Corporation | 1002 East Hwy 50 | Clermont | FL | 34711 | United States |
| Kmart Corporation | 9200 Wiles Road | Coral Springs | FL | 33067 | United States |
| Kmart Corporation | 1801 Northwest Hwy 19 | Crystal River | FL | 34428 | United States |
| Kmart Corporation | 101 E Interntn'l Speedway | Deland | FL | 32724 | United States |
| Kmart Corporation | 6126 Highway 301 | Ellenton | FL | 34222 | United States |
| Kmart Corporation | 2111 S Federal Hwy | Fort Pierce | FL | 34950 | United States |
| Kmart Corporation | 200 Irwin N E | Fort Walton Beach | FL | 32548 | United States |
| Kmart Corporation | 900 N W 76 Boulevard | Gainesville | FL | 32606 | United States |
| Kmart Corporation | 3800 Oakwood Blvd | Hollywood | FL | 33020 | United States |
| Kmart Corporation | 12412 U S 19 | Hudson | FL | 34667 | United States |
| Kmart Corporation | 1501 Normandy Village | Jacksonville | FL | 32221 | United States |
| Kmart Corporation | 4645 Blanding Blvd | Jacksonville | FL | 32210 | United States |
| Kmart Corporation | 101399 Overseas Highway | Key Largo | FL | 33037 | United States |
| Kmart Corporation | 2928 North Roosevelt Blvd | Key West | FL | 33040 | United States |
| Kmart Corporation | 1201 S Dixie | Lantana | FL | 33462 | United States |
| Kmart Corporation | 5561 Overseas Hwy | Marathon | FL | 33050 | United States |
| Kmart Corporation | 601 Atlantis Rd | Melbourne | FL | 32904 | United States |
| Kmart Corporation | 12350 Sw 8th Street | Miami | FL | 33184 | United States |
| Kmart Corporation | 14091 S W 88th St | Miami | FL | 33186 | United States |

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| Kmart Corporation | 3825 7th Street North W | Miami | FL | 33126 | United States |
| Kmart Corporation | 19400 Toledo Blade Road | Murdock(Port Charlotte) | FL | 33948 | United States |
| Kmart Corporation | 15201 N Cleveland | N Ft Myers | FL | 33903 | United States |
| Kmart Corporation | 4955 Golden Gate Parkway | Naples | FL | 34116 | United States |
| Kmart Corporation | 500 Atlantic Blvd | Neptune Beach | FL | 32266 | United States |
| Kmart Corporation | 5725 U.S. 19 | New Port Richey | FL | 34652 | United States |
| Kmart Corporation | 900 N Miami Beach Blvd | North Miami Beach | FL | 33162 | United States |
| Kmart Corporation | 655 West 52nd Ave | Ocala | FL | 34474 | United States |
| Kmart Corporation | 1910 Wells Rd-Orange Pk Mall | Orange Park | FL | 32073 | United States |
| Kmart Corporation | 111 Town & Country Drive | Palatka | FL | 32177 | United States |
| Kmart Corporation | 1329 W 15th St | Panama City | FL | 32401 | United States |
| Kmart Corporation | 4211 Mobile Hwy | Pensacola | FL | 32506 | United States |
| Kmart Corporation | 1809 Byron Butler Parkway | Perry | FL | 32347 | United States |
| Kmart Corporation | 3535 Fruitville Road | Sarasota | FL | 34232 | United States |
| Kmart Corporation | 901 Us 27 North, Ste 100 | Sebring | FL | 33870 | United States |
| Kmart Corporation | 1501 U S 1 | Vero Beach | FL | 32960 | United States |
| Kmart Corporation | 2525 Dawson Rd | Albany | GA | 31707 | United States |
| Kmart Corporation | 1647 Gordon Hwy | Augusta | GA | 30906 | United States |
| Kmart Corporation | 122 W C Bryant Parkway | Calhoun | GA | 30701 | United States |
| Kmart Corporation | 3200 Macon Rd | Columbus | GA | 31906 | United States |
| Kmart Corporation | 6239 Turner Lake Road | Covington | GA | 30014 | United States |
| Kmart Corporation | 1308 W Walnut Ave | Dalton | GA | 30720 | United States |
| Kmart Corporation | 1300 S Madison Ave | Douglas | GA | 31533 | United States |

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| Kmart Corporation | 5265 Old Dixie Rd | Forest Park (Atlanta) | GA | 30297 | United States |
| Kmart Corporation | 101 Highway #2 | Fort Oglethorpe | GA | 30742 | United States |
| Kmart Corporation | 1601 Highway 40 East | Kingsland | GA | 31548 | United States |
| Kmart Corporation | 156 Tom Hill Senior Blvd | Macon | GA | 31210 | United States |
| Kmart Corporation | 400 Crosstown Road | Peachtree City | GA | 30269 | United States |
| Kmart Corporation | 102 Hicks Drive | Rome | GA | 30161 | United States |
| Kmart Corporation | 33 W Montgomery Cross Rd | Savannah | GA | 31406 | United States |
| Kmart Corporation | 144 Virginia Ave South | Tifton | GA | 31794 | United States |
| Kmart Corporation | 404 N Marine Dr Rte 1 | Tamuning | GU | 96913 | United States |
| Kmart Corporation | 4561 Salt Lake Blvd | Honolulu | HI | 96818 | United States |
| Kmart Corporation | 424 Dairy Road | Kahului | HI | 96732 | United States |
| Kmart Corporation | 500 Kamokila Blvd | Kapolei | HI | 96707 | United States |
| Kmart Corporation | 715 Us Highway 30 West | Carroll | IA | 51401 | United States |
| Kmart Corporation | 1111 N 2nd | Cherokee | IA | 51012 | United States |
| Kmart Corporation | 2803 E Kanesville Blvd | Council Bluffs | IA | 51503 | United States |
| Kmart Corporation | Plaza 20 - 2600 Dodge St | Dubuque | IA | 52003 | United States |
| Kmart Corporation | 901 Hollywood Blvd | Iowa City | IA | 52240 | United States |
| Kmart Corporation | 1720 S Center | Marshalltown | IA | 50158 | United States |
| Kmart Corporation | 2105 South Frederick | Oelwein | IA | 50662 | United States |
| Kmart Corporation | 5700 Gordon Drive | Sioux City | IA | 51106 | United States |
| Kmart Corporation | 3810 University Ave | Waterloo | IA | 50701 | United States |
| Kmart Corporation | 3101 East 17th Street | Ammon | ID | 83406 | United States |
| Kmart Corporation | 1815-21st St | Lewiston | ID | 83501 | United States |

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| Kmart Corporation | 2800 American Legion Blvd | Mountain Home | ID | 83647 | United States |
| Kmart Corporation | 2258 Addison Ave East | Twin Falls | ID | 83301 | United States |
| Kmart Corporation | 1034 E 63rd | Chicago | IL | 60637 | United States |
| Kmart Corporation | 3443 W Addison | Chicago | IL | 60618 | United States |
| Kmart Corporation | 79th/Stoney Island | Chicago | IL | 60617 | United States |
| Kmart Corporation | 6045 (Or 6007) N Western Ave | Chicago | IL | 60659 | United States |
| Kmart Corporation | 26 N Vermillion | Danville | IL | 61832 | United States |
| Kmart Corporation | 333 South Spruce Street | Manteno | IL | 60950 | United States |
| Kmart Corporation | 400 East Rollins Rd | Round Lake Beach | IL | 60073 | United States |
| Kmart Corporation | Rte 43 & Us 6 | Tinley Park | IL | 60477 | United States |
| Kmart Corporation | 975 N Green St | Brownsburg | IN | 46112 | United States |
| Kmart Corporation | 750 Indian Boundary Road | Chesterton | IN | 46304 | United States |
| Kmart Corporation | 804 South 13th Street | Decatur | IN | 46733 | United States |
| Kmart Corporation | 1519 State Road 37 S | Elwood | IN | 46036 | United States |
| Kmart Corporation | 7530 S Anthony Blvd | Fort Wayne | IN | 46816 | United States |
| Kmart Corporation | 1015 E Main St | Gas City | IN | 46933 | United States |
| Kmart Corporation | 430 W Ridge Rd | Griffith | IN | 46319 | United States |
| Kmart Corporation | 2715 Madison Ave | Indianapolis | IN | 46225 | United States |
| Kmart Corporation | 6780 W Washington St | Indianapolis | IN | 46241 | United States |
| Kmart Corporation | 7425 E Washington St | Indianapolis | IN | 46219 | United States |
| Kmart Corporation | 723 3rd Ave | Jasper | IN | 47546 | United States |
| Kmart Corporation | 705 North Dixon | Kokomo | IN | 46901 | United States |
| Kmart Corporation | 3530 State Rd 38 East | Lafayette | IN | 47905 | United States |

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| Kmart Corporation | 420 W Mc Kinley Ave | Mishawaka | IN | 46545 | United States |
| Kmart Corporation | 11 Sherwood Square | Peru | IN | 46970 | United States |
| Kmart Corporation | 3150 National Road West | Richmond | IN | 47374 | United States |
| Kmart Corporation | 4640 S Michigan St | South Bend | IN | 46614 | United States |
| Kmart Corporation | 3350 U S 30 East | Warsaw | IN | 46580 | United States |
| Kmart Corporation | 1320 E Thirtieth Ave | Hutchinson | KS | 67502 | United States |
| Kmart Corporation | 7836 State Ave | Kansas City | KS | 66112 | United States |
| Kmart Corporation | 2400 Kresge Rd | Lawrence | KS | 66049 | United States |
| Kmart Corporation | 400 South Broadway | Salina | KS | 67401 | United States |
| Kmart Corporation | 1740 Sw Wanamaker Road | Topeka | KS | 66604 | United States |
| Kmart Corporation | 4200 W Kellogg | Wichita | KS | 67209 | United States |
| Kmart Corporation | 4830 S Broadway | Wichita | KS | 67216 | United States |
| Kmart Corporation | 2945 Scottsville Road | Bowling Green | KY | 42104 | United States |
| Kmart Corporation | 997 Cumberland Gap Pkwy | Corbin | KY | 40701 | United States |
| Kmart Corporation | 1807 North Dixie Avenue | Elizabethtown | KY | 42701 | United States |
| Kmart Corporation | 3071 Dixie Hwy | Erlanger | KY | 41018 | United States |
| Kmart Corporation | 1501 Paris Pike | Georgetown | KY | 40324 | United States |
| Kmart Corporation | 230 L Roger Wells Blvd | Glasgow | KY | 42141 | United States |
| Kmart Corporation | 600 C W Stevens Blvd | Grayson | KY | 41143 | United States |
| Kmart Corporation | 2520 Nicholasville Rd | Lexington | KY | 40503 | United States |
| Kmart Corporation | 191 Outer Loop Rd | Louisville | KY | 40214 | United States |
| Kmart Corporation | 3911 Taylorsville Rd | Louisville | KY | 40220 | United States |
| Kmart Corporation | 4025 Poplar Level Rd | Louisville | KY | 40213 | United States |

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|-------------------|---------------------------|------------------|----|-------|---------------|
| Kmart Corporation | 2440 Lone Oak Rd | Paducah | KY | 42003 | United States |
| Kmart Corporation | 344 North Mayo Trail | Paintsville | KY | 41240 | United States |
| Kmart Corporation | 100 Big Sandy Village | Pikeville | KY | 41501 | United States |
| Kmart Corporation | Northridge S/C Us Hwy 127 | Russell Springs | KY | 42642 | United States |
| Kmart Corporation | 411 Russell Dyche Hwy | Somerset | KY | 42501 | United States |
| Kmart Corporation | 501 Marsailles Road | Versailles | KY | 40383 | United States |
| Kmart Corporation | 3045 E Texas St | Bossier City | LA | 71111 | United States |
| Kmart Corporation | 115 South Airline Hwy | Gonzales | LA | 70737 | United States |
| Kmart Corporation | 4200 East Judge Perez Dr | Meraux | LA | 70075 | United States |
| Kmart Corporation | 2940 Veterans Blvd | Metairie | LA | 70002 | United States |
| Kmart Corporation | 7000 Veterans Memorial | Metairie | LA | 70003 | United States |
| Kmart Corporation | 1400 S Clearview Parkway | New Orleans | LA | 70123 | United States |
| Kmart Corporation | 2985 Cottingham X-Way | Pineville | LA | 71360 | United States |
| Kmart Corporation | 252 Main St | Acton | MA | 01720 | United States |
| Kmart Corporation | 484 Boston Rd | Billerica | MA | 01821 | United States |
| Kmart Corporation | 2001 Main Street | Brockton | MA | 02301 | United States |
| Kmart Corporation | 9 Plaza Way | Fairhaven | MA | 02719 | United States |
| Kmart Corporation | 546 Stockbridge Rd | Great Barrington | MA | 01230 | United States |
| Kmart Corporation | 2211 Northampton St | Holyoke | MA | 01040 | United States |
| Kmart Corporation | 768 Iyanough Rd | Hyannis | MA | 02601 | United States |
| Kmart Corporation | 45 Storey Ave | Newburyport | MA | 01950 | United States |
| Kmart Corporation | Wilbraham Road (Sr 20) | Palmer | MA | 01069 | United States |
| Kmart Corporation | 180 Main St | Saugus | MA | 01906 | United States |

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|-------------------|--------------------------|------------------|----|-------|---------------|
| Kmart Corporation | 77 Middlesex Ave | Somerville | MA | 02145 | United States |
| Kmart Corporation | 1130 Newport Avenue | South Attleboro | MA | 02703 | United States |
| Kmart Corporation | Route 12 | Webster | MA | 01570 | United States |
| Kmart Corporation | 222 N Point Blvd | Baltimore | MD | 21224 | United States |
| Kmart Corporation | 8980 Waltham Woods Rd | Baltimore | MD | 21234 | United States |
| Kmart Corporation | 1647 Crofton Centre | Crofton | MD | 21114 | United States |
| Kmart Corporation | 161 Big Elk Mall | Elkton | MD | 21921 | United States |
| Kmart Corporation | 1003 W Patrick St | Frederick | MD | 21702 | United States |
| Kmart Corporation | 209 Kentlands Blvd | Gaithersburg | MD | 20878 | United States |
| Kmart Corporation | 1713 Massey Blvd | Hagerstown | MD | 21740 | United States |
| Kmart Corporation | 6163 Oxon Hill Road | Oxon Hill | MD | 20745 | United States |
| Kmart Corporation | 8036 Ritchie Hwy | Pasadena | MD | 21122 | United States |
| Kmart Corporation | 835 Solomons Island Rd N | Prince Frederick | MD | 20678 | United States |
| Kmart Corporation | 301 Tilgham Rd | Salisbury | MD | 21804 | United States |
| Kmart Corporation | 14014 Connecticut Ave | Silver Spring | MD | 20906 | United States |
| Kmart Corporation | 200 Kent Landing | Stevensville | MD | 21666 | United States |
| Kmart Corporation | 603 Center St | Auburn | ME | 04210 | United States |
| Kmart Corporation | 58 Western Avenue | Augusta | ME | 04330 | United States |
| Kmart Corporation | 688 Hogan Road | Bangor | ME | 04401 | United States |
| Kmart Corporation | 18 Elm Plaza | Waterville | ME | 04901 | United States |
| Kmart Corporation | 1658 Lansing Rd | Charlotte | MI | 48813 | United States |
| Kmart Corporation | 6730 S. River Rd. | Marine City | MI | 48039 | United States |
| Kmart Corporation | 32123 Gratiot Ave | Roseville | MI | 48066 | United States |

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|-------------------|---------------------------|---------------------|----|-------|---------------|
| Kmart Corporation | 3000 W 14 Mile Rd | Royal Oak | MI | 48073 | United States |
| Kmart Corporation | 2000 Ten Mile Rd | Warren | MI | 48091 | United States |
| Kmart Corporation | 1600 Miller Trunk Hwy | Duluth | MN | 55811 | United States |
| Kmart Corporation | 1606 Hwy 11-71 | International Falls | MN | 56649 | United States |
| Kmart Corporation | 1001 Highway 23 By-Pass N | Marshall | MN | 56258 | United States |
| Kmart Corporation | 3000 Hwy #10 East | Moorhead | MN | 56560 | United States |
| Kmart Corporation | 201 Ninth St S E | Rochester | MN | 55904 | United States |
| Kmart Corporation | 245 E Maryland Ave | St. Paul | MN | 55117 | United States |
| Kmart Corporation | 1547 Highway 59 South | Thief River Falls | MN | 56701 | United States |
| Kmart Corporation | 1414 South 12th Avenue | Virginia | MN | 55792 | United States |
| Kmart Corporation | 155 Twin City Mall | Crystal City | MO | 63019 | United States |
| Kmart Corporation | 16200 East U S Hwy 24 | Independence | MO | 64056 | United States |
| Kmart Corporation | 7100 Nw Prairie View Rd | Kansas City | MO | 64151 | United States |
| Kmart Corporation | 2233 N Westwood Blvd | Poplar Bluff | MO | 63901 | United States |
| Kmart Corporation | 1003 S Bishop | Rolla | MO | 65401 | United States |
| Kmart Corporation | 3101 S Glenstone | Springfield | MO | 65804 | United States |
| Kmart Corporation | 2901-5 N Belt Hwy | St. Joseph | MO | 64506 | United States |
| Kmart Corporation | 6650 Manchester | St. Louis | MO | 63139 | United States |
| Kmart Corporation | 118 Highway 72 West | Corinth | MS | 38834 | United States |
| Kmart Corporation | 12057-A Highway 49 | Gulfport | MS | 39503 | United States |
| Kmart Corporation | 550 Stateline Rd | Southaven | MS | 38671 | United States |
| Kmart Corporation | 1000 3rd Street Nw | Great Falls | MT | 59404 | United States |
| Kmart Corporation | 1235 North First Street | Hamilton | MT | 59840 | United States |

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|-------------------|--------------------------|------------------|----|-------|---------------|
| Kmart Corporation | 2024 Us Hwy 2 E | Kalispell | MT | 59901 | United States |
| Kmart Corporation | 1330 E. Dixie Drive | Asheboro | NC | 27203 | United States |
| Kmart Corporation | 1 S Tunnel Rd | Asheville | NC | 28805 | United States |
| Kmart Corporation | 1001 Patton Ave | Asheville | NC | 28806 | United States |
| Kmart Corporation | 980 Brevard Road | Asheville | NC | 28806 | United States |
| Kmart Corporation | 804 N Broad Street | Brevard | NC | 28712 | United States |
| Kmart Corporation | 529 Huffman Mill Rd | Burlington | NC | 27215 | United States |
| Kmart Corporation | 2455 Lewisville-Clemmon | Clemmons | NC | 27012 | United States |
| Kmart Corporation | 1931 Skibo Road | Fayetteville | NC | 28314 | United States |
| Kmart Corporation | Westgate Plaza Road | Franklin | NC | 28734 | United States |
| Kmart Corporation | 201 N Berkeley Blvd | Goldsboro | NC | 27534 | United States |
| Kmart Corporation | 300 Penry Rd | Greensboro | NC | 27405 | United States |
| Kmart Corporation | 7090 New Market Sqr Mall | Jacksonville | NC | 28540 | United States |
| Kmart Corporation | 1091 N Croatan Highway | Kill Devil Hills | NC | 27948 | United States |
| Kmart Corporation | 2750 Roberts Avenue | Lumberton | NC | 28358 | United States |
| Kmart Corporation | 102 New Market | Madison | NC | 27025 | United States |
| Kmart Corporation | 4841 Arendell St | Morehead City | NC | 28557 | United States |
| Kmart Corporation | 110-112 Bost Rd | Morganton | NC | 28655 | United States |
| Kmart Corporation | 100 Mayberry Mall | Mount Airy | NC | 27030 | United States |
| Kmart Corporation | 10500 Centrum Parkway | Pineville | NC | 28134 | United States |
| Kmart Corporation | 4500 Western Blvd | Raleigh | NC | 27606 | United States |
| Kmart Corporation | 8701 Six Forks Road | Raleigh | NC | 27615 | United States |
| Kmart Corporation | 720 Sutters Creek Blvd | Rocky Mount | NC | 27804 | United States |

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|-------------------|------------------------|----------------|----|-------|---------------|
| Kmart Corporation | 706 E Dixon Blvd | Shelby | NC | 28152 | United States |
| Kmart Corporation | 1530 East Broad Street | Statesville | NC | 28625 | United States |
| Kmart Corporation | 1300 Dellwood Road | Waynesville | NC | 28786 | United States |
| Kmart Corporation | 2625 State St | Bismarck | ND | 58503 | United States |
| Kmart Corporation | 2301 S University Dr | Fargo | ND | 58103 | United States |
| Kmart Corporation | 1900 S Washington St | Grand Forks | ND | 58201 | United States |
| Kmart Corporation | 1515 W 3rd | Alliance | NE | 69301 | United States |
| Kmart Corporation | 5000 L St | Omaha | NE | 68117 | United States |
| Kmart Corporation | 1267 Hooksett Rd | Hooksett | NH | 03106 | United States |
| Kmart Corporation | 161 S Broadway | Salem | NH | 03079 | United States |
| Kmart Corporation | 200 S Main | West Lebanon | NH | 03784 | United States |
| Kmart Corporation | 1550 St George Ave | Avenel | NJ | 07001 | United States |
| Kmart Corporation | 371-411 Main Street | Belleville | NJ | 07109 | United States |
| Kmart Corporation | 1930 State Hwy 88 | Brick | NJ | 08724 | United States |
| Kmart Corporation | 1468 Clementon Rd | Clementon | NJ | 08021 | United States |
| Kmart Corporation | 645 Highway A18 | East Brunswick | NJ | 08816 | United States |
| Kmart Corporation | 779 Delsea Dr N | Glassboro | NJ | 08028 | United States |
| Kmart Corporation | 200 Passaic Ave | Kearny | NJ | 07032 | United States |
| Kmart Corporation | 222 Bridgeton Pike | Mantua | NJ | 08051 | United States |
| Kmart Corporation | 300 Black Horse Pike | Pleasantville | NJ | 08232 | United States |
| Kmart Corporation | Rte 9 & Rte 47 | Rio Grande | NJ | 08242 | United States |
| Kmart Corporation | 250 New Rd (Rt 9) | Somers Point | NJ | 08244 | United States |
| Kmart Corporation | 213 Highway 37 E | Toms River | NJ | 08753 | United States |

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| Kmart Corporation | 1061 Whitehorse-Mercervil | Trenton | NJ | 08610 | United States |
| Kmart Corporation | 3850 S Delsea Dr | Vineland | NJ | 08360 | United States |
| Kmart Corporation | 1825 Highway 35 | Wall | NJ | 07719 | United States |
| Kmart Corporation | 1020 Hamburg Turnpike | Wayne | NJ | 07470 | United States |
| Kmart Corporation | 108 Monmouth Rd | West Long Branch | NJ | 07764 | United States |
| Kmart Corporation | 235 Prospect Ave | West Orange | NJ | 07052 | United States |
| Kmart Corporation | 700 Broadway | Westwood | NJ | 07675 | United States |
| Kmart Corporation | 3201 N White Sand Blvd | Alamogordo | NM | 88310 | United States |
| Kmart Corporation | 2307 West Main | Artesia | NM | 88210 | United States |
| Kmart Corporation | 1900 Bataan Memorial East | Las Cruces | NM | 88011 | United States |
| Kmart Corporation | 1705 S Main St | Roswell | NM | 88203 | United States |
| Kmart Corporation | 1712 St Michael's Dr | Santa Fe | NM | 87505 | United States |
| Kmart Corporation | 2450 Mountain City Hwy | Elko | NV | 89801 | United States |
| Kmart Corporation | 732 South Racetrack Road | Henderson | NV | 89015 | United States |
| Kmart Corporation | 3760 East Sunset Road | Las Vegas | NV | 89120 | United States |
| Kmart Corporation | 5051 E Bonanza Rd | Las Vegas | NV | 89110 | United States |
| Kmart Corporation | 7501 W Washington | Las Vegas | NV | 89128 | United States |
| Kmart Corporation | West Side Of S. Virginia | Reno | NV | 89502 | United States |
| Kmart Corporation | 1400 S Mccarren Blvd | Sparks | NV | 89431 | United States |
| Kmart Corporation | 2125 Oddie Blvd | Sparks | NV | 89431 | United States |
| Kmart Corporation | 8363 Lewiston Road | Batavia | NY | 14020 | United States |
| Kmart Corporation | Plaza 15 Route 415 | Bath | NY | 14810 | United States |
| Kmart Corporation | 5151 Sunrise Hwy | Bohemia | NY | 11716 | United States |

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| Kmart Corporation | 2044 Montauk Hwy | Bridgehampton | NY | 11932 | United States |
| Kmart Corporation | 1998 Bruckner Blvd | Bronx | NY | 10473 | United States |
| Kmart Corporation | 300 Baychester Avenue | Bronx | NY | 10475 | United States |
| Kmart Corporation | 1001 Hertel Avenue | Buffalo | NY | 14216 | United States |
| Kmart Corporation | S 3701 Mckinley Pkwy | Buffalo | NY | 14219 | United States |
| Kmart Corporation | 2055 Walden Ave | Cheektowaga | NY | 14225 | United States |
| Kmart Corporation | 854 State Route 13 | Cortland | NY | 13045 | United States |
| Kmart Corporation | 2280 North Ocean Ave. | Farmingville | NY | 11738 | United States |
| Kmart Corporation | West Main St R D #1 | Greenwich | NY | 12834 | United States |
| Kmart Corporation | 1020 Center Street | Horseheads | NY | 14845 | United States |
| Kmart Corporation | 839 New York Ave | Huntington | NY | 11743 | United States |
| Kmart Corporation | 975 Fairmount Ave | Jamestown | NY | 14701 | United States |
| Kmart Corporation | 8007 Oswego Road | Liverpool | NY | 13090 | United States |
| Kmart Corporation | 987 Route 6 | Mahopac | NY | 10541 | United States |
| Kmart Corporation | 230 West Main Street | Malone | NY | 12953 | United States |
| Kmart Corporation | 2803 Brewerton Rd | Mattydale | NY | 13211 | United States |
| Kmart Corporation | 66-26 Metropolitan Ave | Middle Village | NY | 11379 | United States |
| Kmart Corporation | 4645 Commercial Drive | New Hartford | NY | 13413 | United States |
| Kmart Corporation | 250 W 34th St | New York | NY | 10119 | United States |
| Kmart Corporation | 770 Broadway | New York | NY | 10003 | United States |
| Kmart Corporation | 2590 Military Rd | Niagara Falls | NY | 14304 | United States |
| Kmart Corporation | 635 Dutchess Turnpike | Poughkeepsie | NY | 12603 | United States |
| Kmart Corporation | 838 South Road - Ste 257 | Poughkeepsie | NY | 12601 | United States |

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| Kmart Corporation | 308 Dix Avenue | Queensbury | NY | 12804 | United States |
| Kmart Corporation | 605 Old Country Rd | Riverhead | NY | 11901 | United States |
| Kmart Corporation | 810 Paul Rd | Rochester | NY | 14624 | United States |
| Kmart Corporation | 93 West Campbell Rd | Schenectady | NY | 12306 | United States |
| Kmart Corporation | Hylan Blvd | Staten Island | NY | 10306 | United States |
| Kmart Corporation | 950 Ridge Road | Webster | NY | 14580 | United States |
| Kmart Corporation | 121 Bolivar Rd | Wellsville | NY | 14895 | United States |
| Kmart Corporation | 349 Orchard Park Rd | West Seneca | NY | 14224 | United States |
| Kmart Corporation | 399 Tarrytown Rd | White Plains | NY | 10607 | United States |
| Kmart Corporation | Rte 118, 355 Downing Dr | Yorktown Heights | NY | 10598 | United States |
| Kmart Corporation | 3315 N Ridge E - Unit 100 | Ashtabula | OH | 44004 | United States |
| Kmart Corporation | 4475 Mahoning Ave | Austintown | OH | 44515 | United States |
| Kmart Corporation | 241 Wooster Rd North | Barberton | OH | 44203 | United States |
| Kmart Corporation | 1209 Boardman Poland Rd | Boardman | OH | 44514 | United States |
| Kmart Corporation | 3301 Center Rd | Brunswick | OH | 44212 | United States |
| Kmart Corporation | 61690 Southgate Pkwy | Cambridge | OH | 43725 | United States |
| Kmart Corporation | 3801 Harmont Ave N E | Canton | OH | 44705 | United States |
| Kmart Corporation | 1470 North Bridge Street | Chillicothe | OH | 45601 | United States |
| Kmart Corporation | 7701 Broadview Road | Cleveland | OH | 44131 | United States |
| Kmart Corporation | 4480 Indian Ripple Rd | Dayton | OH | 45440 | United States |
| Kmart Corporation | 15891 State Rt 170 | East Liverpool | OH | 43920 | United States |
| Kmart Corporation | 12171 Omniplex Dr.(Former Address: 12171 Parkfield Dr.) | Forest Park | OH | 45240 | United States |
| Kmart Corporation | 620 Plaza Dr | Fostoria | OH | 44830 | United States |

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|-------------------|---------------------------|-----------------------|----|-------|---------------|
| Kmart Corporation | 1825 North State Route 19 | Fremont | OH | 43420 | United States |
| Kmart Corporation | 185 Upper River Road | Gallipolis | OH | 45631 | United States |
| Kmart Corporation | 2400 Stringtown Road | Grove City | OH | 43123 | United States |
| Kmart Corporation | 4400 S Hamilton Rd | Groveport | OH | 43125 | United States |
| Kmart Corporation | 5765 Green Pointe Drive | Groveport | OH | 43125 | United States |
| Kmart Corporation | 10560 Harrison Avenue | Harrison | OH | 45030 | United States |
| Kmart Corporation | 1249 North High St | Hillsboro | OH | 45133 | United States |
| Kmart Corporation | 238 Lafayette Street | London | OH | 43140 | United States |
| Kmart Corporation | 5350 Leavitt Road | Lorain | OH | 44053 | United States |
| Kmart Corporation | 9200 Mentor Avenue | Mentor | OH | 44060 | United States |
| Kmart Corporation | 17840 Bagley Rd | Middleburg Heights | OH | 44130 | United States |
| Kmart Corporation | 1500 Coshocton | Mount Vernon | OH | 43050 | United States |
| Kmart Corporation | 225 West Avenue | New Boston | OH | 45662 | United States |
| Kmart Corporation | North Main St | North Canton | OH | 44720 | United States |
| Kmart Corporation | 1284 Brice Rd | Reynoldsburg | OH | 43068 | United States |
| Kmart Corporation | 6221 S O M Center Rd | Solon | OH | 44139 | United States |
| Kmart Corporation | 625 West Central Avenue | Springboro | OH | 45066 | United States |
| Kmart Corporation | I-70 & Mall Road | St. Clairsville | OH | 43950 | United States |
| Kmart Corporation | 541 Perkins Jones Rd Ne | Warren | OH | 44483 | United States |
| Kmart Corporation | 1666 Columbus Ave | Washington Courthouse | OH | 43160 | United States |
| Kmart Corporation | 1799 Portage Road | Wooster | OH | 44691 | United States |
| Kmart Corporation | 3515 N Maple Ave | Zanesville | OH | 43701 | United States |
| Kmart Corporation | 2501 Redwheat Drive | Clinton | OK | 73601 | United States |

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|-------------------|------------------------------|------------------|----|-------|------------------|
| Kmart Corporation | 4010 W Owen Garriott Rd | Enid | OK | 73703 | United States |
| Kmart Corporation | 1050 N W 38th St | Lawton | OK | 73505 | United States |
| Kmart Corporation | 2323-2327 N Harrison | Shawnee | OK | 74804 | United States |
| Kmart Corporation | 10131 E 21st Street S | Tulsa | OK | 74129 | United States |
| Kmart Corporation | 3643 S 73rd East Ave | Tulsa | OK | 74145 | United States |
| Kmart Corporation | 3955 S W Murray Blvd | Beaverton | OR | 97005 | United States |
| Kmart Corporation | 400 North East Circle Blv | Corvallis | OR | 97330 | United States |
| Kmart Corporation | 21830 S E Burnside Rd | Gresham | OR | 97030 | United States |
| Kmart Corporation | 2757 N W Stewart Pkwy | Roseburg | OR | 97471 | United States |
| Kmart Corporation | 1502 South Fourth St | Allentown | PA | 18103 | United States |
| Kmart Corporation | 528 W Plank Road | Altoona | PA | 16602 | United States |
| Kmart Corporation | 2660 Constitution Blvd | Beaver Falls | PA | 15010 | United States |
| Kmart Corporation | 780 Rostraver Rd | Belle Vernon | PA | 15012 | United States |
| Kmart Corporation | 1837 Street Road | Bensalem | PA | 19020 | United States |
| Kmart Corporation | 1520 W Front St | Berwick | PA | 18603 | United States |
| Kmart Corporation | 1005 Wayne Ave | Chambersburg | PA | 17201 | United States |
| Kmart Corporation | 1475 Nitterhouse Dr | Chambersburg | PA | 17202 | United States |
| Kmart Corporation | 280 Tower Road | Chambersburg | PA | 17202 | United States |
| Kmart Corporation | 713 E Baltimore Pike | Clifton Heights | PA | 19018 | United States |
| Kmart Corporation | 4377 Route 313 | Doylestown | PA | 18901 | United States |
| Kmart Corporation | 5820 Shaffer Road | Dubois | PA | 15801 | United States |
| Kmart Corporation | R D #3 State Rte 255 N | Dubois | PA | 15801 | United States |
| Kmart Corporation | 300 Lincoln Avenue | East Stroudsburg | PA | 18301 | United States |

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|-------------------|--------------------------------|---------------|----|-------|---------------|
| Kmart Corporation | 320 South 25th Street | Easton | PA | 18042 | United States |
| Kmart Corporation | U S Route 11 Mark Plaza | Edwardsville | PA | 18704 | United States |
| Kmart Corporation | 1605 South Market Street | Elizabethtown | PA | 17022 | United States |
| Kmart Corporation | 1127 S State St | Ephrata | PA | 17522 | United States |
| Kmart Corporation | 1320 E Grandview Blvd | Erie | PA | 16504 | United States |
| Kmart Corporation | 2873 W 26th Street | Erie | PA | 16506 | United States |
| Kmart Corporation | 176 W Street Rd | Feasterville | PA | 19053 | United States |
| Kmart Corporation | 5050 Jonestown Road | Harrisburg | PA | 17112 | United States |
| Kmart Corporation | 600 Macdade Blvd | Holmes | PA | 19043 | United States |
| Kmart Corporation | 1170 Mae Street | Hummelstown | PA | 17036 | United States |
| Kmart Corporation | 2090 Rte 286 S | Indiana | PA | 15701 | United States |
| Kmart Corporation | 1890 Fruitville Pike | Lancaster | PA | 17601 | United States |
| Kmart Corporation | 451 Hude Park Road | Leechburg | PA | 15656 | United States |
| Kmart Corporation | 111 Hulst Dr, Ste 722 | Matamoras | PA | 18336 | United States |
| Kmart Corporation | 4041 Washington Road | Mcmurray | PA | 15317 | United States |
| Kmart Corporation | 1125 Conneaut Lake Rd | Meadville | PA | 16335 | United States |
| Kmart Corporation | 5600 Carlisle Pike U S 11 | Mechanicsburg | PA | 17050 | United States |
| Kmart Corporation | 1 Millbrook Plaza | Mill Hall | PA | 17751 | United States |
| Kmart Corporation | 120 Mall Blvd | Monroeville | PA | 15146 | United States |
| Kmart Corporation | 2000 Market Blvd - Parking Lot | Moon Twp. | PA | 15108 | United States |
| Kmart Corporation | Birney Plaza | Moosic | PA | 18507 | United States |
| Kmart Corporation | One Kresge Rd | Morrisville | PA | 19030 | United States |
| Kmart Corporation | 2650 Ellwood Rd | New Castle | PA | 16101 | United States |

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|-------------------|---------------------------|------------------|----|-------|---------------|
| Kmart Corporation | 100 Tarentum Rd | New Kensington | PA | 15068 | United States |
| Kmart Corporation | 1901 Lincoln Hwy | North Versailles | PA | 15137 | United States |
| Kmart Corporation | 7101 Roosevelt Blvd | Philadelphia | PA | 19149 | United States |
| Kmart Corporation | 1000 Nutt Rd | Phoenixville | PA | 19460 | United States |
| Kmart Corporation | 880 Butler Street | Pittsburgh | PA | 15223 | United States |
| Kmart Corporation | 996 W View Park Dr | Pittsburgh | PA | 15229 | United States |
| Kmart Corporation | 720 Clairton Blvd/Rte 51 | Pleasant Hills | PA | 15236 | United States |
| Kmart Corporation | 1665 State Hill Rd | Reading | PA | 19610 | United States |
| Kmart Corporation | 3045 Fifth Street Hwy | Reading | PA | 19605 | United States |
| Kmart Corporation | Scranton Carbondale Hwy | Scranton | PA | 18508 | United States |
| Kmart Corporation | 1 Parkside Ave | Shillington | PA | 19607 | United States |
| Kmart Corporation | 704 Lancaster Ave | Strafford Wayne | PA | 19087 | United States |
| Kmart Corporation | 3205 Lincoln Hwy | Thorndale | PA | 19372 | United States |
| Kmart Corporation | Rt #6 Brandford Town Ctr | Towanda | PA | 18848 | United States |
| Kmart Corporation | 99 Matthews Drive | Uniontown | PA | 15401 | United States |
| Kmart Corporation | 985 Paoli Pike | West Chester | PA | 19380 | United States |
| Kmart Corporation | 2520 Mac Arthur Rd | Whitehall | PA | 18052 | United States |
| Kmart Corporation | 910 Wilkes Barre Twp Blvd | Wilkes-Barre | PA | 18702 | United States |
| Kmart Corporation | 1915 E Third St | Williamsport | PA | 17701 | United States |
| Kmart Corporation | 2620 Moreland Rd | Willow Grove | PA | 19090 | United States |
| Kmart Corporation | 2600 N Willow Street Pike | Willow Street | PA | 17584 | United States |
| Kmart Corporation | 803 Male Rd | Wind Gap | PA | 18091 | United States |
| Kmart Corporation | Road 2 Km 126.5 | Aguadilla | PR | 00605 | United States |

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|-------------------|--|------------------|----|-------|---------------|
| Kmart Corporation | State Road 2 Km 80.2 | Arecibo | PR | 00612 | United States |
| Kmart Corporation | Plaza Rio Hondo & Comerio Ave | Bayamon | PR | 00961 | United States |
| Kmart Corporation | Calle Betances Final #400 | Caguas | PR | 00726 | United States |
| Kmart Corporation | Rafael Cordero & Hwy 30 | Caguas | PR | 00725 | United States |
| Kmart Corporation | 65th Infantry Ave | Carolina | PR | 00985 | United States |
| Kmart Corporation | Eastern Reg'l S/C; State Road #3 | Fajardo | PR | 00738 | United States |
| Kmart Corporation | State Rd 3 | Fajardo | PR | 00738 | United States |
| Kmart Corporation | Puerto Rico Hwy 3 | Guayama | PR | 00784 | United States |
| Kmart Corporation | Pr #22 & Pr #18 | Hato Rey | PR | 00918 | United States |
| Kmart Corporation | Western Plaza S/C | Mayaguez | PR | 00680 | United States |
| Kmart Corporation | 9410 Ave Los Romeros | Rio Piedras | PR | 00926 | United States |
| Kmart Corporation | Castro Perez Ave (Pr 122) | San German | PR | 00683 | United States |
| Kmart Corporation | Caparra Hgts - San Patricio S/C Roosevelt & San Patricio Avenues | San Juan | PR | 00920 | United States |
| Kmart Corporation | 200 Carr 181 | Trujillo Alto | PR | 00976 | United States |
| Kmart Corporation | 2127 Boundary St | Beaufort | SC | 29902 | United States |
| Kmart Corporation | 2209 West Dekalb | Camden | SC | 29020 | United States |
| Kmart Corporation | Church St Extension | Greenville | SC | 29605 | United States |
| Kmart Corporation | 748 W Main Street | Lexington | SC | 29072 | United States |
| Kmart Corporation | 129 West Butler Avenue | Mauldin | SC | 29662 | United States |
| Kmart Corporation | 8571 Rivers Avenue | North Charleston | SC | 29406 | United States |
| Kmart Corporation | 1457 W Highway 123 | Seneca | SC | 29678 | United States |
| Kmart Corporation | 4570 Ladson Rd | Summerville | SC | 29485 | United States |
| Kmart Corporation | 1143 Broad St | Sumter | SC | 29150 | United States |

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|-------------------|---------------------------|----------------|----|-------|---------------|
| Kmart Corporation | 1500 Charleston Hwy | West Columbia | SC | 29169 | United States |
| Kmart Corporation | 1815-6th Ave S E | Aberdeen | SD | 57401 | United States |
| Kmart Corporation | 1111 E North St | Rapid City | SD | 57701 | United States |
| Kmart Corporation | 2780 Wilma Rudolph Blvd | Clarksville | TN | 37040 | United States |
| Kmart Corporation | 190 Clinch Ave | Clinton | TN | 25901 | United States |
| Kmart Corporation | 1245 N Germantown Pkwy | Cordova | TN | 38016 | United States |
| Kmart Corporation | 5380 Highway 153 | Hixson | TN | 37343 | United States |
| Kmart Corporation | 3019 Peoples Street | Johnson City | TN | 37604 | United States |
| Kmart Corporation | 1805 E Stone Dr | Kingsport | TN | 37660 | United States |
| Kmart Corporation | 6909 Maynardville Pike Ne | Knoxville | TN | 37918 | United States |
| Kmart Corporation | 1443 W Main St | Lebanon | TN | 37087 | United States |
| Kmart Corporation | 1508 S Gallatin Rd | Madison | TN | 37115 | United States |
| Kmart Corporation | 945 Mccammon Ave | Maryville | TN | 37801 | United States |
| Kmart Corporation | 305 W Economy Rd | Morristown | TN | 37814 | United States |
| Kmart Corporation | 1266 N W Broad Street | Murfreesboro | TN | 37129 | United States |
| Kmart Corporation | 2491 Murfreesboro Pike | Nashville | TN | 37217 | United States |
| Kmart Corporation | 530 Donelson Pike | Nashville | TN | 37214 | United States |
| Kmart Corporation | 7060 Winchester Rd | North Memphis | TN | 38125 | United States |
| Kmart Corporation | 370 South Illinois Avenue | Oak Ridge | TN | 37830 | United States |
| Kmart Corporation | 217 Forks Of River Pkwy | Sevierville | TN | 37862 | United States |
| Kmart Corporation | 333 N Lowry St | Smyrna | TN | 37167 | United States |
| Kmart Corporation | 902 S Main Street | Sweetwater | TN | 37874 | United States |
| Kmart Corporation | Subdivision Unit 3 | Lake Palestine | TX | 75763 | United States |

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|-------------------|-------------------------|------------------|----|-------|---------------|
| Kmart Corporation | 6501 University Ave | Lubbock | TX | 79413 | United States |
| Kmart Corporation | 3061 John Redditt Dr | Lufkin | TX | 75904 | United States |
| Kmart Corporation | [N/A] | Smith County | TX | 75701 | United States |
| Kmart Corporation | 1055 East Draper Pkwy | Draper | UT | 84020 | United States |
| Kmart Corporation | 610 West Price River Dr | Price | UT | 84501 | United States |
| Kmart Corporation | 1770 W 4100 S | Salt Lake City | UT | 84119 | United States |
| Kmart Corporation | 785 S Bluff | St. George | UT | 84770 | United States |
| Kmart Corporation | 1442 W. 90th South | West Jordan | UT | 84088 | United States |
| Kmart Corporation | 3330 S 5600 W St | West Valley City | UT | 84120 | United States |
| Kmart Corporation | 300 Towne Centre Drive | Abingdon | VA | 24210 | United States |
| Kmart Corporation | 4251 John Marr Drive | Annandale | VA | 22003 | United States |
| Kmart Corporation | Route 3 Box 49d | Cedar Bluff | VA | 24609 | United States |
| Kmart Corporation | 1801 Hydraulic Rd | Charlottesville | VA | 22901 | United States |
| Kmart Corporation | 2001 South Military Hwy | Chesapeake | VA | 23320 | United States |
| Kmart Corporation | 1000 Laurel Street Ne | Christiansburg | VA | 24073 | United States |
| Kmart Corporation | 3655 Plank Road | Fredericksburg | VA | 22407 | United States |
| Kmart Corporation | 494 Elden St | Herndon | VA | 20170 | United States |
| Kmart Corporation | 2315 Wards Rd | Lynchburg | VA | 24502 | United States |
| Kmart Corporation | 2876 Greensboro Rd | Martinsville | VA | 24112 | United States |
| Kmart Corporation | 6101 N Military | Norfolk | VA | 23518 | United States |
| Kmart Corporation | 1419 Hershberger Rd N W | Roanoke | VA | 24012 | United States |
| Kmart Corporation | 3533 Franklin Rd S W | Roanoke | VA | 24014 | United States |
| Kmart Corporation | 6364 Springfield Plaza | Springfield | VA | 22150 | United States |

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|-------------------|-------------------------------|----------------|----|-------|---------------|
| Kmart Corporation | 5007 Victory Blvd | Tabb | VA | 23693 | United States |
| Kmart Corporation | 1205 Fordham Dr | Virginia Beach | VA | 23464 | United States |
| Kmart Corporation | 312 Constitution Drive | Virginia Beach | VA | 23462 | United States |
| Kmart Corporation | 2712 W Main St | Waynesboro | VA | 22980 | United States |
| Kmart Corporation | 118 Waller Mill Rd | Williamsburg | VA | 23185 | United States |
| Kmart Corporation | 1480 East Main Street | Wytheville | VA | 24382 | United States |
| Kmart Corporation | Remainder Matriculate #1 | Frederiksted | VI | 00840 | United States |
| Kmart Corporation | Sunny Isle S/C, Space #1 | St. Croix | VI | 00820 | United States |
| Kmart Corporation | 26 - A Tutu Park Mall | St. Thomas | VI | 00802 | United States |
| Kmart Corporation | 9000 Lockhart Gdns S/C; Ste 1 | St. Thomas | VI | 00802 | United States |
| Kmart Corporation | 4110 E Sprague Ave | Spokane | WA | 99202 | United States |
| Kmart Corporation | 6077 S Packard Avenue | Cudahy | WI | 53110 | United States |
| Kmart Corporation | 4100 52nd St | Kenosha | WI | 53144 | United States |
| Kmart Corporation | 800 North Union | Mauston | WI | 53948 | United States |
| Kmart Corporation | 190 Medford Plaza | Medford | WI | 54451 | United States |
| Kmart Corporation | 1450 Summit Avenue | Oconomowoc | WI | 53066 | United States |
| Kmart Corporation | 2211 S Green Bay Road | Racine | WI | 53406 | United States |
| Kmart Corporation | 5141 Douglas Ave | Racine | WI | 53402 | United States |
| Kmart Corporation | 1200 West Fond Du Lac St | Ripon | WI | 54971 | United States |
| Kmart Corporation | 111 Division St North | Stevens Point | WI | 54481 | United States |
| Kmart Corporation | 830 West Fulton St | Waupaca | WI | 54981 | United States |
| Kmart Corporation | 6900 W Greenfield Ave | West Allis | WI | 53214 | United States |
| Kmart Corporation | 301 Beckley Plaza | Beckley | WV | 25801 | United States |

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|-------------------------|---------------------------|---------------|----|-------|---------------|
| Kmart Corporation | 6531 Mccorkle Avenue S E | Charleston | WV | 25304 | United States |
| Kmart Corporation | I-79/Us 43 Crossings Mall | Elkview | WV | 25071 | United States |
| Kmart Corporation | 5636 U S Route 60 E | Huntington | WV | 25705 | United States |
| Kmart Corporation | 9000 Fayetteville Road | Oak Hill | WV | 25901 | United States |
| Kmart Corporation | 1050 Division St | Parkersburg | WV | 26101 | United States |
| Kmart Corporation | 800 Grand Central Ave | Vienna | WV | 26105 | United States |
| Kmart Corporation | 250 Three Springs Dr | Weirton | WV | 26062 | United States |
| Kmart Corporation | 1840 Dell Range Blvd | Cheyenne | WY | 82009 | United States |
| Kmart Corporation | 2121 17th St | Cody | WY | 82414 | United States |
| Kmart Corporation | 510 S Hwy 89 | Jackson | WY | 83002 | United States |
| Kmart Corporation | 2571 N Business #90 | Sheridan | WY | 82801 | United States |
| Kmart Of Michigan, Inc. | 1396 South Main Street | Adrian | MI | 49221 | United States |
| Kmart Of Michigan, Inc. | 2095 Rawsonville Rd | Belleville | MI | 48111 | United States |
| Kmart Of Michigan, Inc. | 06600 M-66 North | Charlevoix | MI | 49720 | United States |
| Kmart Of Michigan, Inc. | 4290 W Vienna Rd | Clio | MI | 48420 | United States |
| Kmart Of Michigan, Inc. | 18055 Silver Pkwy | Fenton | MI | 48430 | United States |
| Kmart Of Michigan, Inc. | 4002 S Dort | Flint | MI | 48507 | United States |
| Kmart Of Michigan, Inc. | 29600 Ford Rd | Garden City | MI | 48135 | United States |
| Kmart Of Michigan, Inc. | 4111 North Kent Mall | Grand Rapids | MI | 49525 | United States |
| Kmart Of Michigan, Inc. | 2425 S Grayling | Grayling | MI | 49738 | United States |
| Kmart Of Michigan, Inc. | 802 West State Street | Hastings | MI | 49058 | United States |
| Kmart Of Michigan, Inc. | 8171 W Houghton Lake Dr | Houghton Lake | MI | 48629 | United States |
| Kmart Of Michigan, Inc. | 2948 S State Road | Ionia | MI | 48846 | United States |

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|-------------------------|------------------------|----------------|----|-------|---------------|
| Kmart Of Michigan, Inc. | 1025 M-24 | Lake Orion | MI | 48360 | United States |
| Kmart Of Michigan, Inc. | 33400 W 7 Mile Road | Livonia | MI | 48152 | United States |
| Kmart Of Michigan, Inc. | 6730 S River Road | Marine City | MI | 48039 | United States |
| Kmart Of Michigan, Inc. | 15861 Michigan Avenue | Marshall | MI | 49068 | United States |
| Kmart Of Michigan, Inc. | 1101-7Th Ave | Menominee | MI | 49858 | United States |
| Kmart Of Michigan, Inc. | 1820 S Saginaw Rd | Midland | MI | 48640 | United States |
| Kmart Of Michigan, Inc. | 2125 S Mission St | Mount Pleasant | MI | 48858 | United States |
| Kmart Of Michigan, Inc. | 1501 E Apple | Muskegon | MI | 49442 | United States |
| Kmart Of Michigan, Inc. | 5719 N US 23 | Oscoda | MI | 48750 | United States |
| Kmart Of Michigan, Inc. | 40855 Ann Arbor Rd | Plymouth | MI | 48170 | United States |
| Kmart Of Michigan, Inc. | 67300 Main St | Richmond | MI | 48062 | United States |
| Kmart Of Michigan, Inc. | [N/A] | Taylor | MI | 48180 | United States |
| Kmart Of Michigan, Inc. | 21111 Van Born Rd | Taylor | MI | 48180 | United States |
| Kmart Of Michigan, Inc. | 1712 S Garfield Ave | Traverse City | MI | 49686 | United States |
| Kmart Of Michigan, Inc. | 3541 Highland Road | Waterford Twp. | MI | 48328 | United States |
| Kmart Of Michigan, Inc. | 5100 Dixie Hwy | Waterford Twp. | MI | 48329 | United States |
| Kmart Of Michigan, Inc. | 2110 South M-76 | West Branch | MI | 48661 | United States |
| Kmart Of Michigan, Inc. | 165 Wayne Rd | Westland | MI | 48186 | United States |
| Kmart Of Michigan, Inc. | 6455 Us #31 N | Williamsburg | MI | 49690 | United States |
| Kmart Of Michigan, Inc. | 2201 W Worley | Columbia | MO | 65203 | United States |
| Kmart Of Michigan, Inc. | 600 Montgomery Mall | North Wales | PA | 19454 | United States |
| Kmart Of Washington LLC | 1001 E Sunset Drive | Bellingham | WA | 98226 | United States |
| Kmart Of Washington LLC | 1550 S Burlington Blvd | Burlington | WA | 98233 | United States |

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|-------------------------|---------------------------|----------------|----|-------|---------------|
| Kmart Of Washington LLC | 1201 N W Louisiana | Chehalis | WA | 98532 | United States |
| Kmart Of Washington LLC | 24800 W Valley Hwy | Kent | WA | 98032 | United States |
| Kmart Of Washington LLC | 17705 Pacific Ave | Spanaway | WA | 98387 | United States |
| Kmart Of Washington LLC | 1414 E 72Nd St | Tacoma | WA | 98404 | United States |
| Kmart Of Washington LLC | 5132 6Th Ave | Tacoma | WA | 98406 | United States |
| Kmart Of Washington LLC | 2200 East Isaacs Ave | Walla Walla | WA | 99362 | United States |
| Kmart Operations Llc | 2821 East Main St | Russellville | AR | 72801 | United States |
| Kmart Operations Llc | 3625 East 18th Street | Antioch | CA | 94509 | United States |
| Kmart Operations Llc | 42126 Big Bear Blvd | Big Bear Lake | CA | 92315 | United States |
| Kmart Operations Llc | 912 County Line Rd | Delano | CA | 93215 | United States |
| Kmart Operations Llc | 1500 Anna Sparks Way | Mckinleyville | CA | 95521 | United States |
| Kmart Operations Llc | 1855 Main Street | Ramona | CA | 92065 | United States |
| Kmart Operations Llc | 3001 Iowa Avenue | Riverside | CA | 92507 | United States |
| Kmart Operations Llc | 895 Faulkner Road | Santa Paula | CA | 93060 | United States |
| Kmart Operations Llc | 19563 Coastal Hwy, Unit A | Rehoboth Beach | DE | 19971 | United States |
| Kmart Operations Llc | 7321 Manatee Ave West | Bradenton | FL | 34209 | United States |
| Kmart Operations Llc | 1460 W 49th St | Hialeah | FL | 33012 | United States |
| Kmart Operations Llc | 2211 W Irlo Bronson Hwy | Kissimmee | FL | 34741 | United States |
| Kmart Operations Llc | 10700 Biscayne Blvd | North Miami | FL | 33161 | United States |
| Kmart Operations Llc | 4501 66th Street N | St. Petersburg | FL | 33709 | United States |
| Kmart Operations Llc | 1501 Hwy 169 N | Algona | IA | 50511 | United States |
| Kmart Operations Llc | 1405 South Grand | Charles City | IA | 50616 | United States |
| Kmart Operations Llc | 2307 Superior | Webster City | IA | 50595 | United States |

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| Kmart Operations Llc | 5000 23rd Ave | Moline | IL | 61265 | United States |
| Kmart Operations Llc | 3231 Chicago Rd | Steger | IL | 60475 | United States |
| Kmart Operations Llc | 4820 S 4th St Trafficway | Leavenworth | KS | 66048 | United States |
| Kmart Operations Llc | 3010 Fort Campbell Blvd | Hopkinsville | KY | 42240 | United States |
| Kmart Operations Llc | 2815 West Parrish Avenue | Owensboro | KY | 42301 | United States |
| Kmart Operations Llc | 3207 Solomons Island Rd | Edgewater | MD | 21037 | United States |
| Kmart Operations Llc | 417 Main Street | Madawaska | ME | 04756 | United States |
| Kmart Operations Llc | 22801 Harper Ave | St. Clair Shores | MI | 48080 | United States |
| Kmart Operations Llc | 1305 Highway #10 West | Detroit Lakes | MN | 56501 | United States |
| Kmart Operations Llc | 11 South Kings Hwy 61 | Cape Girardeau | MO | 63703 | United States |
| Kmart Operations Llc | 1 Flower Valley Shp Ctr | Florissant | MO | 63033 | United States |
| Kmart Operations Llc | 2304 Missouri Blvd | Jefferson City | MO | 65109 | United States |
| Kmart Operations Llc | 2308 Highway 45 N | Columbus | MS | 39701 | United States |
| Kmart Operations Llc | 3180 Highway 2 West | Havre | MT | 59501 | United States |
| Kmart Operations Llc | 545 Us Hwy 29 N | Concord | NC | 28027 | United States |
| Kmart Operations Llc | 1-20th Ave S E | Minot | ND | 58701 | United States |
| Kmart Operations Llc | 3000 East Main St | Farmington | NM | 87402 | United States |
| Kmart Operations Llc | 2220 North Grimes St | Hobbs | NM | 88240 | United States |
| Kmart Operations Llc | 10405 S Eastern Ave | Henderson | NV | 89052 | United States |
| Kmart Operations Llc | 2801 W. State St | Olean | NY | 14760 | United States |
| Kmart Operations Llc | 171 Delaware Ave | Sidney | NY | 13838 | United States |
| Kmart Operations Llc | 1005 East Columbus St | Kenton | OH | 43326 | United States |
| Kmart Operations Llc | 502 Pike Street | Marietta | OH | 45750 | United States |

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|----------------------|-----------------------|----------------|----|-------|---------------|
| Kmart Operations Llc | 1447 N Main St | North Canton | OH | 44720 | United States |
| Kmart Operations Llc | 555 South Ave | Tallmadge | OH | 44278 | United States |
| Kmart Operations Llc | 4 East Shawnee St | Muskogee | OK | 74403 | United States |
| Kmart Operations Llc | 2640 West Sixth St | The Dalles | OR | 97058 | United States |
| Kmart Operations Llc | 1180 Walnut Bottom Rd | Carlisle | PA | 17013 | United States |
| Kmart Operations Llc | 3975 Columbia Ave | Columbia | PA | 17512 | United States |
| Kmart Operations Llc | 1745 Quentin | Lebanon | PA | 17042 | United States |
| Kmart Operations Llc | Route 819 South | Mount Pleasant | PA | 15666 | United States |
| Kmart Operations Llc | 400 North Best Ave | Walnutport | PA | 18088 | United States |
| Kmart Operations Llc | 1094 Haines Road | York | PA | 17402 | United States |
| Kmart Operations Llc | Pr 167 & Las Cumbres | Bayamon | PR | 00957 | United States |
| Kmart Operations Llc | Pr 20 And Esmeralda | Guaynabo | PR | 00969 | United States |
| Kmart Operations Llc | Pr Rte #2; Km 149.5 | Mayaguez | PR | 00680 | United States |
| Kmart Operations Llc | 2643 Ponce Bypass | Ponce | PR | 00728 | United States |
| Kmart Operations Llc | 3801 B Clemson Blvd | Anderson | SC | 29621 | United States |
| Kmart Operations Llc | 2302 Cherry Rd | Rock Hill | SC | 29732 | United States |
| Kmart Operations Llc | 3020 W 12th St | Sioux Falls | SD | 57104 | United States |
| Kmart Operations Llc | 9484 Dyer St | El Paso | TX | 79924 | United States |
| Kmart Operations Llc | 2010 N Main | Layton | UT | 84041 | United States |
| Kmart Operations Llc | 1425 E Highway 151 | Platteville | WI | 53818 | United States |
| Kmart Operations Llc | 1701 4th Ave W | Charleston | WV | 25387 | United States |
| Kmart Operations Llc | 731 Beverly Pike | Elkins | WV | 26241 | United States |
| Kmart Operations Llc | 101 Great Teays Blvd | Scott Depot | WV | 25560 | United States |

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| Kmart Operations Llc | 4000 East 2nd Street | Casper | WY | 82609 | United States |
| Kmart Operations Llc | 2150 South Douglas Hwy | Gillette | WY | 82716 | United States |
| Kmart Stores Of Illinois, LLC | 2851 Belt Line Parkway | Alton | IL | 62002 | United States |
| Kmart Stores Of Illinois, LLC | 500 W Chrysler Dr | Belvidere | IL | 61008 | United States |
| Kmart Stores Of Illinois, LLC | 156 South Gary Avenue | Bloomington | IL | 61018 | United States |
| Kmart Stores Of Illinois, LLC | 7325 W 79Th Street | Bridgeview | IL | 60455 | United States |
| Kmart Stores Of Illinois, LLC | 5033 North Elston | Chicago | IL | 60630 | United States |
| Kmart Stores Of Illinois, LLC | 6000 Northwest Hwy | Crystal Lake | IL | 60014 | United States |
| Kmart Stores Of Illinois, LLC | 2721 N Vermilion St | Danville | IL | 61832 | United States |
| Kmart Stores Of Illinois, LLC | 1155 E Pershing Rd | Decatur | IL | 62526 | United States |
| Kmart Stores Of Illinois, LLC | 1155 Oakton St | Des Plaines | IL | 60018 | United States |
| Kmart Stores Of Illinois, LLC | 1006 N Keller Dr | Effingham | IL | 62401 | United States |
| Kmart Stores Of Illinois, LLC | 265 S State Rte 83 | Elmhurst | IL | 60126 | United States |
| Kmart Stores Of Illinois, LLC | 1150 W Carl Sandburg Dr | Galesburg | IL | 61401 | United States |
| Kmart Stores Of Illinois, LLC | 4210 N Harlem Ave | Norridge | IL | 60706 | United States |
| Kmart Stores Of Illinois, LLC | 4101 W 95Th St | Oak Lawn | IL | 60453 | United States |
| Kmart Stores Of Illinois, LLC | 3701 Broadway St | Quincy | IL | 62301 | United States |
| Kmart Stores Of Illinois, LLC | 5909 E State Street | Rockford | IL | 61108 | United States |
| Kmart Stores Of Illinois, LLC | 3250 Clear Lake Rd | Springfield | IL | 62702 | United States |
| Kmart Stores Of Texas, LLC | 1120 Mc Rae Blvd | El Paso | TX | 79925 | United States |
| Kmart Stores Of Texas, LLC | 11330 Montwood Dr | El Paso | TX | 79936 | United States |
| Kmart Stores Of Texas, LLC | 6375 Montana Blvd | El Paso | TX | 79925 | United States |
| Kmart Stores Of Texas, LLC | 1101 Fort Hood Street | Killeen | TX | 76541 | United States |

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| Kmart Stores Of Texas, LLC | 1801 South 10Th Street | Mcallen | TX | 78503 | United States |
| Kmart Stores Of Texas, LLC | 1405 East Expressway 83 | Mission | TX | 78572 | United States |
| Kmart Stores Of Texas, LLC | 1400 Wildcat Drive | Portland | TX | 78374 | United States |
| Kmart Stores Of Texas, LLC | 210 Se Georgia Ave | Sweetwater | TX | 79556 | United States |
| Sears Development Co. | 500 Stonewood St | Downey | CA | 90241 | United States |
| Sears Development Co. | 1111 Franklin Ave | Garden City | NY | 11530 | United States |
| Sears Holdings Corporation | 760 Market Street; Suite 200 & Suite 600 | San Francisco | CA | 94102 | United States |
| Sears Holdings Corporation | 101 Merritt 7 Corporate Park | Norwalk | CT | 06830 | United States |
| Sears Holdings Management Corp. | 1735 Technology Drive, Suite 600 | San Jose | CA | 95110 | United States |
| Sears Holdings Management Corp. | 75 Holly Hill Lane | Greenwich | CT | 06830 | United States |
| Sears Holdings Management Corp. | 2 N State Street; Suite 1110 & 1200 | Chicago | IL | 60602 | United States |
| Sears Holdings Management Corp. | 2240 Cunningham Dr | Troy | MI | 48084 | United States |
| Sears Holdings Management Corp. | 75 Varick Street; 8th Floor | Borough Of Manhattan | NY | 10013 | United States |
| Sears Holdings Management Corp. | 2301 West Plano Parkwayl, Suite 201 | Plano | TX | 75075 | United States |
| Sears Holdings Management Corp. | 1415 Ne 45th Street | Seattle | WA | 98105 | United States |
| Sears Holdings Management Corporation | 3333 Beverly Road | Hoffman Est | IL | 60179 | United States |
| Sears Home Improvement Products, Inc. | 2194-A Parkway Lake Dr | Birmingham | AL | 35244 | United States |
| Sears Home Improvement Products, Inc. | 4401 Baseline Rd; Ste 205 | Phoenix | AZ | 85042 | United States |
| Sears Home Improvement Products, Inc. | 283 E Airway Blvd | Livermore | CA | 94551 | United States |
| Sears Home Improvement Products, Inc. | 1200 Del Paso Rd; Ste 100 | Sacramento | CA | 95834 | United States |
| Sears Home Improvement Products, Inc. | 9586 Distribution Ave; Ste F | San Diego | CA | 92121 | United States |
| Sears Home Improvement Products, Inc. | 28159 Avenue Stanford | Santa Clarita | CA | 91355 | United States |
| Sears Home Improvement Products, Inc. | 10415 Slushier Dr | Santa Fe Springs | CA | 90670 | United States |

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|---------------------------------------|------------------------------------|---------------|----|-------|---------------|
| Sears Home Improvement Products, Inc. | 12330e 46th Ave; Unit 300 | Denver | CO | 80239 | United States |
| Sears Home Improvement Products, Inc. | 51 Belamose Ave | Rocky Hill | CT | 06067 | United States |
| Sears Home Improvement Products, Inc. | 1260 American Way #156 | Altamonte Spg | FL | 32750 | United States |
| Sears Home Improvement Products, Inc. | 1024 Florida Central Pkwy | Longwood | FL | 32750 | United States |
| Sears Home Improvement Products, Inc. | 8761 Ely Rd; Unit B | Pensacola | FL | 32514 | United States |
| Sears Home Improvement Products, Inc. | 4713 Oak Fair Blvd | Tampa | FL | 33610 | United States |
| Sears Home Improvement Products, Inc. | 1650 International Court, Unit 200 | Norcross | GA | 30093 | United States |
| Sears Home Improvement Products, Inc. | 1370 E Higgins Rd; Unit B | Elk Grove Vlg | IL | 60007 | United States |
| Sears Home Improvement Products, Inc. | 8901 W 192nd Street; Ste C | Mokena | IL | 60448 | United States |
| Sears Home Improvement Products, Inc. | 8246 Neiman Rd Bldg 1 | Lenexa | KS | 66214 | United States |
| Sears Home Improvement Products, Inc. | 12900 Fenwick Center Dr; Ste B | Louisville | KY | 40223 | United States |
| Sears Home Improvement Products, Inc. | 110 Widgeon Dr; Ste 190 | St Rose | LA | 70087 | United States |
| Sears Home Improvement Products, Inc. | 365 University Ave | Westwood | MA | 02090 | United States |
| Sears Home Improvement Products, Inc. | 2700 Lord Baltimore Dr; Ste 140 | Baltimore | MD | 21244 | United States |
| Sears Home Improvement Products, Inc. | 46985 Enterprise Ct | Wixom | MI | 48393 | United States |
| Sears Home Improvement Products, Inc. | 12930 Hollenberg Dr | Bridgeton | MO | 63044 | United States |
| Sears Home Improvement Products, Inc. | 104 Business Park Drive; Suite A | Ridgeland | MS | 39157 | United States |
| Sears Home Improvement Products, Inc. | 8301 Arrowridge Blvd; Suite A | Charlotte | NC | 28273 | United States |
| Sears Home Improvement Products, Inc. | 4523 Green Point Drive | Greensboro | NC | 27410 | United States |
| Sears Home Improvement Products, Inc. | 50 Williams Parkway | East Hanover | NJ | 07936 | United States |
| Sears Home Improvement Products, Inc. | 41 Twosome Dr | Moorestown | NJ | 08057 | United States |
| Sears Home Improvement Products, Inc. | 4 Airport Park Blvd | Latham | NY | 12110 | United States |
| Sears Home Improvement Products, Inc. | 35 Melville Park Rd | Melville | NY | 11746 | United States |

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|---------------------------------------|---------------------------------------|--------------------|----|-------|---------------|
| Sears Home Improvement Products, Inc. | 5 Plain Ave | New Rochelle | NY | 10801 | United States |
| Sears Home Improvement Products, Inc. | 2204 City Gate Drive | Columbus | OH | 43219 | United States |
| Sears Home Improvement Products, Inc. | 6230 Bush Blvd Ste 100 (Carlton Bldg) | Columbus | OH | 43229 | United States |
| Sears Home Improvement Products, Inc. | 4829 Galaxy Pky | Warrensvll Ht | OH | 44128 | United States |
| Sears Home Improvement Products, Inc. | 12626 E. 60th Street | Tulsa | OK | 74146 | United States |
| Sears Home Improvement Products, Inc. | 16131 Se Evelyn Street | Clackamas | OR | 97015 | United States |
| Sears Home Improvement Products, Inc. | 1022 Corporate Lane, Bldg #2 | Export | PA | 15632 | United States |
| Sears Home Improvement Products, Inc. | 800 Calcon Hook Rd | Sharon Hill | PA | 19079 | United States |
| Sears Home Improvement Products, Inc. | 2110 Commerce Dr | Cayce | SC | 29033 | United States |
| Sears Home Improvement Products, Inc. | 1710 Shelby Oaks Drive | Memphis | TN | 38134 | United States |
| Sears Home Improvement Products, Inc. | 5010 Linbar Drive # 125 | Nashville | TN | 37211 | United States |
| Sears Home Improvement Products, Inc. | 1335 Geronimo Dr | El Paso | TX | 79925 | United States |
| Sears Home Improvement Products, Inc. | 10055 Regal Row | Houston | TX | 77040 | United States |
| Sears Home Improvement Products, Inc. | 5696 Randolph Blvd | San Antonio | TX | 78233 | United States |
| Sears Home Improvement Products, Inc. | 2027 S 4130 W | Salt Lake Cty | UT | 84104 | United States |
| Sears Home Improvement Products, Inc. | 5340 S Laburnum Ave | Richmond | VA | 23231 | United States |
| Sears Home Improvement Products, Inc. | 3325 S 116th St; Suite 109 | Seattle/Tukwila | WA | 98168 | United States |
| Sears Home Improvement Products, Inc. | 13040 W Lisbon Rd; Bldg 2 Ste 300 | Brookfield | WI | 53005 | United States |
| Sears Operations Llc | 3930 McCain Blvd | North Little Rock | AR | 72116 | United States |
| Sears Operations Llc | 4800 N Us Highway 89 | Flagstaff | AZ | 86004 | United States |
| Sears Operations Llc | 6515 E Southern Ave | Mesa | AZ | 85206 | United States |
| Sears Operations Llc | 5950 E Broadway Blvd | Park Mall | AZ | 85711 | United States |
| Sears Operations Llc | 7611 W Thomas Rd | Phoenix-Desert Sky | AZ | 85033 | United States |

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|----------------------|-----------------------------|--------------------|----|-------|---------------|
| Sears Operations Llc | 3400 Gateway Blvd | Prescott | AZ | 86303 | United States |
| Sears Operations Llc | 2250 El Mercado Loop | Sierra Vista | AZ | 85635 | United States |
| Sears Operations Llc | 3150 S 4th Ave | Yuma | AZ | 85364 | United States |
| Sears Operations Llc | 20700 S Avalon Blvd Ste 100 | Carson | CA | 90746 | United States |
| Sears Operations Llc | 565 Broadway | Chula Vista | CA | 91910 | United States |
| Sears Operations Llc | 5900 Sunrise Mall | Citrus Hts-Sunrise | CA | 95610 | United States |
| Sears Operations Llc | 575 Fletcher Pkwy | El Cajon | CA | 92020 | United States |
| Sears Operations Llc | 3751 S Dogwood Ave | El Centro | CA | 92243 | United States |
| Sears Operations Llc | 1420 Travis Blvd | Fairfield | CA | 94533 | United States |
| Sears Operations Llc | 5901 Florin Rd | Florin | CA | 95823 | United States |
| Sears Operations Llc | 3636 N Blackstone Ave | Fresno | CA | 93726 | United States |
| Sears Operations Llc | 1011 W Olive Ave | Merced | CA | 95348 | United States |
| Sears Operations Llc | 5080 Montclair Plz Ln | Montclair | CA | 91763 | United States |
| Sears Operations Llc | 22550 Town Cir | Moreno Vly | CA | 92553 | United States |
| Sears Operations Llc | 6000 Mowry Ave | Newark | CA | 94560 | United States |
| Sears Operations Llc | 12121 Victory Blvd | No Hollywood | CA | 91606 | United States |
| Sears Operations Llc | 9301 Tampa Ave | Northridge | CA | 91324 | United States |
| Sears Operations Llc | 72-880 Hwy 111 | Palm Desert | CA | 92260 | United States |
| Sears Operations Llc | 5261 Arlington Ave | Riverside | CA | 92504 | United States |
| Sears Operations Llc | 1191 Galleria Blvd | Roseville | CA | 95678 | United States |
| Sears Operations Llc | 1700 N Main St | Salinas | CA | 93906 | United States |
| Sears Operations Llc | 100 Inland Ctr | San Bernardino | CA | 92408 | United States |
| Sears Operations Llc | 1178 El Camino Real | San Bruno | CA | 94066 | United States |

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|----------------------|------------------------------|--------------------|----|-------|---------------|
| Sears Operations Llc | 4575 La Jolla Village Dr | San Diego-North | CA | 92122 | United States |
| Sears Operations Llc | 2180 Tully Rd | San Jose-Eastridge | CA | 95122 | United States |
| Sears Operations Llc | 4015 Capitola Rd | Santa Cruz | CA | 95062 | United States |
| Sears Operations Llc | 200 Town Ctr E | Santa Maria | CA | 93454 | United States |
| Sears Operations Llc | 302 Colorado Ave | Santa Monica | CA | 90401 | United States |
| Sears Operations Llc | 40710 Winchester Rd | Temecula | CA | 92591 | United States |
| Sears Operations Llc | 3295 E Main St | Ventura | CA | 93003 | United States |
| Sears Operations Llc | 1209 Plz Dr | West Covina | CA | 91790 | United States |
| Sears Operations Llc | 100 Westminster Mall | Westminster | CA | 92683 | United States |
| Sears Operations Llc | 10785 W Colfax Ave | Lakewood | CO | 80215 | United States |
| Sears Operations Llc | 850 Hartford Tnpk | Waterford | CT | 06385 | United States |
| Sears Operations Llc | 1445 New Britain Ave | West Hartford | CT | 06110 | United States |
| Sears Operations Llc | 451 E Altamonte Dr Ste 401 | Altamonte Spg | FL | 32714 | United States |
| Sears Operations Llc | 5900 Glades Rd | Boca Raton | FL | 33431 | United States |
| Sears Operations Llc | 303 Us Hwy 301 Blvd W | Bradenton | FL | 34205 | United States |
| Sears Operations Llc | 27001 Us 19 N Suite 8520 | Clearwater | FL | 33761 | United States |
| Sears Operations Llc | 1625 Nw 107th Ave | Doral(Miami) | FL | 33172 | United States |
| Sears Operations Llc | 4125 Cleveland Ave Suite 88 | Ft Myers | FL | 33901 | United States |
| Sears Operations Llc | 6201 W Newberry Rd | Gainesville | FL | 32605 | United States |
| Sears Operations Llc | 1625 W 49th St | Hialeah | FL | 33012 | United States |
| Sears Operations Llc | 3800 Us Highway 98 N Ste 500 | Lakeland | FL | 33809 | United States |
| Sears Operations Llc | 1050 S Babcock St | Melbourne | FL | 32901 | United States |
| Sears Operations Llc | 19505 Biscayne Blvd | Miami | FL | 33180 | United States |

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| Sears Operations Llc | 20701 Sw 112th Ave | Miami | FL | 33189 | United States |
| Sears Operations Llc | 2000 9th St N | Naples | FL | 34102 | United States |
| Sears Operations Llc | 3100 Sw College Rd Ste 300 | Ocala | FL | 34474 | United States |
| Sears Operations Llc | 733 N Highway 231 | Panama City | FL | 32405 | United States |
| Sears Operations Llc | 7171 N Davis Hwy | Pensacola | FL | 32504 | United States |
| Sears Operations Llc | 8000 W Broward Blvd Ste 100 | Plantation | FL | 33388 | United States |
| Sears Operations Llc | 8201 S Tamiami Trail | Sarasota | FL | 34238 | United States |
| Sears Operations Llc | 2300 Tyrone Blvd N | St Petersburg | FL | 33710 | United States |
| Sears Operations Llc | 1500 Cumberland Mall Se | Atlanta | GA | 30339 | United States |
| Sears Operations Llc | 7810 Abercorn St | Savannah | GA | 31406 | United States |
| Sears Operations Llc | 4600 1st Ave Ne | Cedar Rapids | IA | 52402 | United States |
| Sears Operations Llc | 460 N Milwaukee St | Boise | ID | 83704 | United States |
| Sears Operations Llc | 1601 N Harlem Ave | Chicago | IL | 60707 | United States |
| Sears Operations Llc | 4730 W Irving Park Rd | Chicago | IL | 60641 | United States |
| Sears Operations Llc | 3340 Mall Loop Dr | Joliet | IL | 60431 | United States |
| Sears Operations Llc | 7503 W Cermak Rd | N Riverside | IL | 60546 | United States |
| Sears Operations Llc | 2 Orland Sq | Orland Park | IL | 60462 | United States |
| Sears Operations Llc | 4201 Coldwater Rd | Ft Wayne | IN | 46805 | United States |
| Sears Operations Llc | 9701 Metcalf Ave | Overland Pk | KS | 66212 | United States |
| Sears Operations Llc | 5101 Hinkleville Rd | Paducah | KY | 42001 | United States |
| Sears Operations Llc | 5715 Johnston St | Lafayette | LA | 70503 | United States |
| Sears Operations Llc | 1325 Broadway | Saugus | MA | 01906 | United States |
| Sears Operations Llc | 15700 Emerald Way | Bowie | MD | 20716 | United States |

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|----------------------|----------------------------|--------------------|----|-------|---------------|
| Sears Operations Llc | 126 Shawan Rd | Cockeysville | MD | 21030 | United States |
| Sears Operations Llc | 17318 Valley Mall Rd | Hagerstown | MD | 21740 | United States |
| Sears Operations Llc | 1250 Jackson Xing I-94 | Jackson | MI | 49202 | United States |
| Sears Operations Llc | 2100 Southfield Rd | Lincoln Park | MI | 48146 | United States |
| Sears Operations Llc | 32123 Gratiot Ave | Roseville | MI | 48066 | United States |
| Sears Operations Llc | 300 W 14 Mile Rd | Troy | MI | 48083 | United States |
| Sears Operations Llc | 14250 Buck Hill Rd | Burnsville | MN | 55306 | United States |
| Sears Operations Llc | 3001 White Bear Ave N | Maplewood | MN | 55109 | United States |
| Sears Operations Llc | 425 Rice St | St Paul | MN | 55103 | United States |
| Sears Operations Llc | 1500 S Willow St | Manchester | NH | 03103 | United States |
| Sears Operations Llc | 50 Fox Run Rd Ste 74 | Portsmouth | NH | 03801 | United States |
| Sears Operations Llc | 77 Rockingham Park Blvd | Salem | NH | 03079 | United States |
| Sears Operations Llc | 1500 Highway 35 | Middletown | NJ | 07748 | United States |
| Sears Operations Llc | 50 Route 46 | Wayne | NJ | 07470 | United States |
| Sears Operations Llc | 4000 Meadow Ln | Las Vegas(Meadows) | NV | 89107 | United States |
| Sears Operations Llc | 5400 Meadowood Mall Cir | Reno | NV | 89502 | United States |
| Sears Operations Llc | 1425 Central Ave | Albany | NY | 12205 | United States |
| Sears Operations Llc | 4155 State Rt 31 | Clay | NY | 13041 | United States |
| Sears Operations Llc | 4000 Jericho Tpke | East Northport | NY | 11731 | United States |
| Sears Operations Llc | 195 N Broadway | Hicksville | NY | 11801 | United States |
| Sears Operations Llc | Rt 17 Expy Exit 70 | Johnson City | NY | 13790 | United States |
| Sears Operations Llc | 317 Greece Ridge Center Dr | Rochester-Greece | NY | 14626 | United States |
| Sears Operations Llc | 200 Eastview Mall | Victor | NY | 14564 | United States |

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|----------------------|--------------------------------|----------------|----|-------|---------------|
| Sears Operations Llc | 600 Lee Blvd | Yorktown Hts | NY | 10598 | United States |
| Sears Operations Llc | 4100 Belden Village Mall | Canton | OH | 44718 | United States |
| Sears Operations Llc | 2000 Brittain Rd | Chapel Hill | OH | 44310 | United States |
| Sears Operations Llc | 2700 Miamisburg Centerville Rd | Dayton Mall | OH | 45459 | United States |
| Sears Operations Llc | 7875 Johnnycake Ridge Rd | Mentor | OH | 44060 | United States |
| Sears Operations Llc | 6950 W 130th St | Middleburg Hts | OH | 44130 | United States |
| Sears Operations Llc | 3408 W Central Ave | Toledo | OH | 43606 | United States |
| Sears Operations Llc | 4400 S Western Ave | Oklahoma City | OK | 73109 | United States |
| Sears Operations Llc | 11800 Se 82nd Ave | Happy Valley | OR | 97086 | United States |
| Sears Operations Llc | Intsctn St Rd Pr 1 & Pr 156 | Caguas | PR | 00725 | United States |
| Sears Operations Llc | Carolina S/C | Carolina | PR | 00988 | United States |
| Sears Operations Llc | 650 Bald Hill Rd | Warwick | RI | 02886 | United States |
| Sears Operations Llc | 7801 Rivers Ave | Northwoods | SC | 29406 | United States |
| Sears Operations Llc | 2800 N Germantown Prkway | Cordova | TN | 38133 | United States |
| Sears Operations Llc | 12625 N I-H 35 | Austin | TX | 78753 | United States |
| Sears Operations Llc | 201 Central Park | Central Park | TX | 78216 | United States |
| Sears Operations Llc | 300 Baybrook Mall | Friendswood | TX | 77546 | United States |
| Sears Operations Llc | 6301 Nw Loop 410 | Ingram | TX | 78238 | United States |
| Sears Operations Llc | 2501 Irving Mall | Irving | TX | 75062 | United States |
| Sears Operations Llc | 303 Memorial City Mall | Memorial | TX | 77024 | United States |
| Sears Operations Llc | 4000 N Shepherd Dr | Shepherd | TX | 77018 | United States |
| Sears Operations Llc | 3450 W Camp Wisdom Rd | Southwest Ctr | TX | 75237 | United States |
| Sears Operations Llc | 13131 Preston Rd | Valley View | TX | 75240 | United States |

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|------------------------|--------------------------------|---------------------|----|-------|---------------|
| Sears Operations Llc | 9570 Southwest Frwy | Westwood | TX | 77074 | United States |
| Sears Operations Llc | 7453 S Plaza Center Dr | West Jordan | UT | 84084 | United States |
| Sears Operations Llc | 5901 Duke St | Alexandria | VA | 22304 | United States |
| Sears Operations Llc | 1401 Greenbrier Pkwy | Greenbrier | VA | 23320 | United States |
| Sears Operations Llc | 12000 Fair Oaks Mall | Fairfax | VA | 22033 | United States |
| Sears Operations Llc | 100 Newmarket Fair Mall | Hampton | VA | 23605 | United States |
| Sears Operations Llc | 4588 Virginia Beach Blvd | Virginia Beach | VA | 23462 | United States |
| Sears Operations Llc | 141 West Lee Highway | Warrenton | VA | 20186 | United States |
| Sears Operations Llc | 2200-148th Ave Ne | Redmond-Overlake Pk | WA | 98052 | United States |
| Sears Operations Llc | 8800 Ne Vancouver Mall Dr | Vancouver | WA | 98662 | United States |
| Sears Operations Llc | 5200 S 76th St | Greendale | WI | 53129 | United States |
| Sears, Roebuck & Co. | 600 S University Ave | Little Rock | AR | 72205 | United States |
| Sears, Roebuck & Co. | 4121 Valley Blvd | Los Angeles | CA | 90032 | United States |
| Sears, Roebuck & Co. | 8301 Flying Cloud Dr | Eden Prairie | MN | 55344 | United States |
| Sears, Roebuck & Co. | 1931 N Rainbow Blvd | Las Vegas | NV | 89108 | United States |
| Sears, Roebuck & Co. | 3105 Erie Blvd E | De Witt | NY | 13214 | United States |
| Sears, Roebuck & Co. | 3121 Vestal Pkwy E | Vestal | NY | 13851 | United States |
| Sears, Roebuck & Co. | 6300 Enterprise Park Dr; Ste A | Chattanooga | TN | 37416 | United States |
| Sears, Roebuck & Co. | 3701 North Mccoll | Mcallen | TX | 78503 | United States |
| Sears, Roebuck & Co. | 333 Fair St | Chehalis | WA | 98531 | United States |
| Sears, Roebuck And Co. | 700 E Northern Lights Blvd | Anchorage | AK | 99503 | United States |
| Sears, Roebuck And Co. | 5900 Old Seward Highway | Anchorage(Sur) | AK | 99503 | United States |
| Sears, Roebuck And Co. | 3115 Airport Way | Fairbanks | AK | 99709 | United States |

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|------------------------|----------------------------|---------------|----|-------|---------------|
| Sears, Roebuck And Co. | 1000 S Seward Meridian Rd | Wasilla | AK | 99654 | United States |
| Sears, Roebuck And Co. | 416 W 21St St | Anniston | AL | 36201 | United States |
| Sears, Roebuck And Co. | 196 Vulcan Rd | Birmingham | AL | 35209 | United States |
| Sears, Roebuck And Co. | 2500 Riverchase Galleria | Birmingham | AL | 35244 | United States |
| Sears, Roebuck And Co. | 7500 Crestwood Blvd | Birmingham | AL | 35210 | United States |
| Sears, Roebuck And Co. | 301 Cox Creek Pkwy | Florence | AL | 35630 | United States |
| Sears, Roebuck And Co. | 1001 Rainbow Dr | Gadsden | AL | 35901 | United States |
| Sears, Roebuck And Co. | 5901 University Dr Nw | Huntsville | AL | 35806 | United States |
| Sears, Roebuck And Co. | 5901 University Drive Nw | Huntsville | AL | 35806 | United States |
| Sears, Roebuck And Co. | 3412 Demotropolis Rd | Mobile | AL | 36693 | United States |
| Sears, Roebuck And Co. | 311 Northeast Blvd | Montgomery | AL | 36117 | United States |
| Sears, Roebuck And Co. | 700 Quintard Dr | Oxford | AL | 36203 | United States |
| Sears, Roebuck And Co. | 207 University Mall | Tuscaloosa | AL | 35404 | United States |
| Sears, Roebuck And Co. | 4201 N Shiloh Dr | Fayetteville | AR | 72703 | United States |
| Sears, Roebuck And Co. | 4501 Central Ave Ste 101 | Hot Springs | AR | 71913 | United States |
| Sears, Roebuck And Co. | 1901 S Caraway Rd | Jonesboro | AR | 72401 | United States |
| Sears, Roebuck And Co. | 600 S University Ave | Little Rock | AR | 72205 | United States |
| Sears, Roebuck And Co. | 3930 McCain Blvd | N Little Rock | AR | 72116 | United States |
| Sears, Roebuck And Co. | 3175 W Chandler Vlg Dr | Chandler | AZ | 85226 | United States |
| Sears, Roebuck And Co. | 3177 Chandler Village Dr | Chandler | AZ | 85226 | United States |
| Sears, Roebuck And Co. | 4800 N Us Highway 89 | Flagstaff | AZ | 86004 | United States |
| Sears, Roebuck And Co. | 7780 W Arrowhead Towne Ctr | Glendale | AZ | 85308 | United States |
| Sears, Roebuck And Co. | 7785 Arrowhead Center | Glendale | AZ | 85308 | United States |

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|------------------------|-------------------------------------|-------------------------------|----|-------|---------------|
| Sears, Roebuck And Co. | 6343 E Southern Ave | Mesa | AZ | 85206 | United States |
| Sears, Roebuck And Co. | 952 E Baseline Rd; Ste 111 | Mesa | AZ | 85204 | United States |
| Sears, Roebuck And Co. | 4604 E Cactus Rd | Paradise Vly | AZ | 85032 | United States |
| Sears, Roebuck And Co. | 12820 N Tatum Blvd/Paradise VI | Phoenix | AZ | 85032 | United States |
| Sears, Roebuck And Co. | 1717 E Mcdowell Rd | Phoenix | AZ | 85006 | United States |
| Sears, Roebuck And Co. | Westridge Sc--7611 W Thomas Rd | Phoenix | AZ | 85075 | United States |
| Sears, Roebuck And Co. | 3400 Gateway Blvd | Prescott | AZ | 86303 | United States |
| Sears, Roebuck And Co. | 15500 Greenway- Hayden Loop | Scottsdale - Showroom | AZ | 85260 | United States |
| Sears, Roebuck And Co. | 2250 El Mercado Loop | Sierra Vista | AZ | 85635 | United States |
| Sears, Roebuck And Co. | 8440 S Hardy Dr | Tempe | AZ | 85284 | United States |
| Sears, Roebuck And Co. | 4570 N Oracle Rd | Tucson | AZ | 85705 | United States |
| Sears, Roebuck And Co. | 5950 E Broadway | Tucson | AZ | 85711 | United States |
| Sears, Roebuck And Co. | 3850 W. Orange Grove Road | Tucson (Marana) - Showroom | AZ | 85741 | United States |
| Sears, Roebuck And Co. | 3150 S 4Th Ave | Yuma | AZ | 85364 | United States |
| Sears, Roebuck And Co. | 2600 County E MI- Somersville Rd | Antioch | CA | 94509 | United States |
| Sears, Roebuck And Co. | 2600 Somersville Rd | Antioch | CA | 94509 | United States |
| Sears, Roebuck And Co. | 1601 Arden Way | Arden | CA | 95815 | United States |
| Sears, Roebuck And Co. | 3001 Ming Ave | Bakersfield | CA | 93304 | United States |
| Sears, Roebuck And Co. | 3755 Santa Rosalia Dr | Baldwin Hills | CA | 90008 | United States |
| Sears, Roebuck And Co. | 2650 E Olympic Blvd | Boyle | CA | 90023 | United States |
| Sears, Roebuck And Co. | 8150 La Palma Ave | Buena Park | CA | 90620 | United States |
| Sears, Roebuck And Co. | 8150 La Palma Ave/Buena Pk MI | Buena Park | CA | 90620 | United States |
| Sears, Roebuck And Co. | 111 E Magnolia Blvd | Burbank | CA | 91502 | United States |

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| Sears, Roebuck And Co. | 2561 El Camino Real | Carlsbad | CA | 92008 | United States |
| Sears, Roebuck And Co. | 100 Los Cerritos Mall | Cerritos | CA | 90703 | United States |
| Sears, Roebuck And Co. | 1982 E 20Th St | Chico | CA | 95928 | United States |
| Sears, Roebuck And Co. | 565 Broadway | Chula Vista | CA | 91910 | United States |
| Sears, Roebuck And Co. | 5900 Sunrise Mall | Citrus Hts | CA | 95610 | United States |
| Sears, Roebuck And Co. | 1140 Shaw Ave | Clovis | CA | 93612 | United States |
| Sears, Roebuck And Co. | 1001 Sunvalley Blvd | Concord | CA | 94520 | United States |
| Sears, Roebuck And Co. | 1001 Willowpass Rd | Concord | CA | 94520 | United States |
| Sears, Roebuck And Co. | 2260 Commerce Ave Ste E | Concord-Mcphails Showroom | CA | 94520 | United States |
| Sears, Roebuck And Co. | 3333 Bristol St | Costa Mesa | CA | 92626 | United States |
| Sears, Roebuck And Co. | 754 E Arrow Hwy; Ste A | Covina | CA | 91724 | United States |
| Sears, Roebuck And Co. | 600 Stonewood | Downey | CA | 90241 | United States |
| Sears, Roebuck And Co. | 1406 North Johnson Ave | El Cajon | CA | 92020 | United States |
| Sears, Roebuck And Co. | 575 Fletcher Pkwy | El Cajon | CA | 92020 | United States |
| Sears, Roebuck And Co. | 603 E Danenberg Dr | El Centro | CA | 92243 | United States |
| Sears, Roebuck And Co. | 210 E Via Rancho Pkwy | Escondido | CA | 92025 | United States |
| Sears, Roebuck And Co. | 3300 Broadway | Eureka | CA | 95501 | United States |
| Sears, Roebuck And Co. | 3300 Broadway - Bayshore Mall | Eureka | CA | 95501 | United States |
| Sears, Roebuck And Co. | 1495 Gateway Blvd | Fairfield | CA | 94533 | United States |
| Sears, Roebuck And Co. | 14650 Miller Ave | Fontana | CA | 92336 | United States |
| Sears, Roebuck And Co. | 1906 E Garland Ave | Fresno | CA | 93726 | United States |
| Sears, Roebuck And Co. | 1922 N HELM AVE | Fresno | CA | 93727 | United States |
| Sears, Roebuck And Co. | 211 W California St | Glendale | CA | 91203 | United States |

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| Sears, Roebuck And Co. | 236 N Central Ave | Glendale | CA | 91203 | United States |
| Sears, Roebuck And Co. | Hanford Mall - 1545 Mall Drive | Hanford | CA | 93230 | United States |
| Sears, Roebuck And Co. | 660 W Winton Ave | Hayward | CA | 94545 | United States |
| Sears, Roebuck And Co. | 662 W Winton Ave | Hayward | CA | 94545 | United States |
| Sears, Roebuck And Co. | 2200 W Florida Ave | Hemet | CA | 92545 | United States |
| Sears, Roebuck And Co. | 5436 Woodruff Ave | Lakewood | CA | 90713 | United States |
| Sears, Roebuck And Co. | 2100 N Bellflower Blvd | Long Beach | CA | 90815 | United States |
| Sears, Roebuck And Co. | Baldwin Hls-3755 Santa Rosalia | Los Angeles | CA | 90008 | United States |
| Sears, Roebuck And Co. | 4326 Forcum Ave | Mcclellan | CA | 95652 | United States |
| Sears, Roebuck And Co. | 31381 POND ROAD | Mcfarland | CA | 93250 | United States |
| Sears, Roebuck And Co. | 11385 Venture Dr; Bldg A | Mira Loma(Jurupa VI) | CA | 91752 | United States |
| Sears, Roebuck And Co. | 100 Vintage Faire Mall | Modesto | CA | 95356 | United States |
| Sears, Roebuck And Co. | 5080 E Montclair Plz Ln | Montclair | CA | 91763 | United States |
| Sears, Roebuck And Co. | 1401 N Montebello Blvd | Montebello | CA | 90640 | United States |
| Sears, Roebuck And Co. | Moreno Vly Mall- 22560 Town Cir | Moreno Valley | CA | 92553 | United States |
| Sears, Roebuck And Co. | 6000 Mowry Ave | Newark | CA | 94560 | United States |
| Sears, Roebuck And Co. | 13007 Sherman Way | No Hollywood | CA | 91605 | United States |
| Sears, Roebuck And Co. | 1000 Northridge Fashion Ctr | Northridge | CA | 91324 | United States |
| Sears, Roebuck And Co. | 5540 Winfield Blvd | Oak Ridge | CA | 95123 | United States |
| Sears, Roebuck And Co. | 2530 S Euclid Ave | Ontario | CA | 91762 | United States |
| Sears, Roebuck And Co. | 2100 N Tustin St | Orange | CA | 92865 | United States |
| Sears, Roebuck And Co. | 44430 TOWN CENTER WAY | Palm Desert | CA | 92260 | United States |
| Sears, Roebuck And Co. | 1453 W Avenue P | Palmdale | CA | 93551 | United States |

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| Sears, Roebuck And Co. | 3801 E Foothill Blvd | Pasadena | CA | 91107 | United States |
| Sears, Roebuck And Co. | 1700 Stoneridge Dr | Pleasanton | CA | 94588 | United States |
| Sears, Roebuck And Co. | Foothill Crossing | Rancho Cucamo | CA | 91739 | United States |
| Sears, Roebuck And Co. | 1403 Hilltop Dr | Redding | CA | 96003 | United States |
| Sears, Roebuck And Co. | 4485 Catapiller Road | Redding | CA | 96003 | United States |
| Sears, Roebuck And Co. | 900 Island Drive; Suite 150 | Redwood City | CA | 94065 | United States |
| Sears, Roebuck And Co. | 2300 Hilltop Mall Rd | Richmond | CA | 94806 | United States |
| Sears, Roebuck And Co. | 5265 Arlington Ave | Riverside | CA | 92504 | United States |
| Sears, Roebuck And Co. | 1161 Galleria Blvd | Roseville | CA | 95678 | United States |
| Sears, Roebuck And Co. | 5901 Florin Rd | Sacramento | CA | 95823 | United States |
| Sears, Roebuck And Co. | 1100 Northridge Mall | Salinas | CA | 93906 | United States |
| Sears, Roebuck And Co. | 12080 Carmel Mtn Rd | San Diego | Ca | 92128 | United States |
| Sears, Roebuck And Co. | 4575 La Jolla Village Dr | San Diego | CA | 92122 | United States |
| Sears, Roebuck And Co. | 1202 S Sixth St | San Jose | CA | 95112 | United States |
| Sears, Roebuck And Co. | 2180 Tulley Rd | San Jose | CA | 95122 | United States |
| Sears, Roebuck And Co. | 877 Blossom Hill Rd | San Jose | CA | 95123 | United States |
| Sears, Roebuck And Co. | 273 Madonna Rd | San Luis Obispo | CA | 93405 | United States |
| Sears, Roebuck And Co. | 9000 Northgate Mall | San Rafael | CA | 94903 | United States |
| Sears, Roebuck And Co. | 4330 Camino De La Plaza | San Ysidro | CA | 92173 | United States |
| Sears, Roebuck And Co. | 400 W Warner Ave | Santa Ana | CA | 92707 | United States |
| Sears, Roebuck And Co. | 3845 State St | Santa Barbara | CA | 93105 | United States |
| Sears, Roebuck And Co. | 24137 Valencia Blvd | Santa Clarita | CA | 91355 | United States |
| Sears, Roebuck and Co. | 4015 Capitola Rd | Santa Cruz | CA | 95062 | United States |

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| Sears, Roebuck and Co. | Town Ctr MI--200 Town Ctr East | Santa Maria | CA | 93454 | United States |
| Sears, Roebuck and Co. | 100 Santa Rosa Plz | Santa Rosa | CA | 95401 | United States |
| Sears, Roebuck and Co. | 100 Santa Rose Plz | Santa Rosa | CA | 95401 | United States |
| Sears, Roebuck and Co. | 101 Inland Ctr Dr | Sn Bernardino | CA | 92408 | United States |
| Sears, Roebuck and Co. | 595 S "G" St | Sn Bernardino | CA | 92410 | United States |
| Sears, Roebuck and Co. | 1310 Roundhouse Ave | Sn Luis Obspo | CA | 93401 | United States |
| Sears, Roebuck and Co. | 935 Sweetwater Rd | Spring Valley | CA | 91977 | United States |
| Sears, Roebuck and Co. | 5110 Pacific Ave | Stockton | CA | 95207 | United States |
| Sears, Roebuck and Co. | 40680 Winchester Rd(Promenade) | Temecula | CA | 92591 | United States |
| Sears, Roebuck and Co. | 22100 Hawthorn Blvd | Torrance | CA | 90503 | United States |
| Sears, Roebuck and Co. | 22100 Hawthorne Blvd | Torrance | CA | 90503 | United States |
| Sears, Roebuck and Co. | 3350 Naglee Rd | Tracy | CA | 95304 | United States |
| Sears, Roebuck and Co. | 3350 S Naglee Rd | Tracy | CA | 95376 | United States |
| Sears, Roebuck and Co. | Buenaventura MI- 3310 Telegraph | Ventura | CA | 93003 | United States |
| Sears, Roebuck and Co. | 5525 S. Soto Street | Vernon | CA | 90058 | United States |
| Sears, Roebuck and Co. | 13695 Mariposa Rd | Victorville | CA | 92395 | United States |
| Sears, Roebuck and Co. | 14420 Bear Valley Rd | Victorville | CA | 92392 | United States |
| Sears, Roebuck and Co. | Victor Vly---14420 Bear Vly Rd | Victorville | CA | 92392 | United States |
| Sears, Roebuck and Co. | 610 S Sunset Ave | West Covina | CA | 91790 | United States |
| Sears, Roebuck and Co. | 8407 FALLBROOK AVE | West Hills | CA | 91304 | United States |
| Sears, Roebuck and Co. | 15600 Whittwood Ln | Whittier | CA | 90603 | United States |
| Sears, Roebuck and Co. | 1235 Colusa Ave | Yuba City | CA | 95991 | United States |
| Sears, Roebuck and Co. | 14200 E Alameda Ave | Aurora | CO | 80012 | United States |

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| Sears, Roebuck and Co. | 7001 S University Blvd | Centennial | CO | 80122 | United States |
| Sears, Roebuck and Co. | 1650 Briargate Blvd | Colorado Spgs | CO | 80920 | United States |
| Sears, Roebuck and Co. | 2050 Southgate Rd | Colorado Spgs | CO | 80906 | United States |
| Sears, Roebuck and Co. | 205 E Foothills Pkwy | Ft Collins | CO | 80525 | United States |
| Sears, Roebuck and Co. | 2422 F Rd | Grand Jct | CO | 81505 | United States |
| Sears, Roebuck and Co. | 2424 Hwy 6&50 -100 Mesa Mall | Grand Jct | CO | 81505 | United States |
| Sears, Roebuck and Co. | 100 Mesa Mall | Grand Junction | CO | 81505 | United States |
| Sears, Roebuck and Co. | 8501 W Bowles Ave | Littleton | CO | 80123 | United States |
| Sears, Roebuck and Co. | 8585 S Yosemite St | Lone Tree | CO | 80124 | United States |
| Sears, Roebuck and Co. | 930 E 104Th Ave | Northglenn | CO | 80233 | United States |
| Sears, Roebuck and Co. | 3201 Dillon Dr | Pueblo | CO | 81008 | United States |
| Sears, Roebuck and Co. | 16395 Washington St | Thornton | CO | 80020 | United States |
| Sears, Roebuck and Co. | 7 Backus Ave (Ex 3 Rt 84) | Danbury | CT | 06810 | United States |
| Sears, Roebuck and Co. | 7 Backus Ave Danbury Fair Mall | Danbury | CT | 06810 | United States |
| Sears, Roebuck and Co. | 104 Elm St | Enfield | CT | 06082 | United States |
| Sears, Roebuck and Co. | 190 Buckland Hills Dr | Manchester | CT | 06040 | United States |
| Sears, Roebuck and Co. | 470 Lewis Ave | Meriden | CT | 06451 | United States |
| Sears, Roebuck and Co. | 1201 Boston Post Rd Sp 2095 | Milford | CT | 06460 | United States |
| Sears, Roebuck and Co. | Westfield. 1201 Boston Post/Conn Pt 2095 | Milford | CT | 06460 | United States |
| Sears, Roebuck and Co. | 705 Bridgeport Ave | Shelton | CT | 06484 | United States |
| Sears, Roebuck and Co. | 375 Union St | Waterbury | CT | 06706 | United States |
| Sears, Roebuck and Co. | 850 Hartford Tpk/Crystal Mall | Waterford | CT | 06385 | United States |
| Sears, Roebuck and Co. | 1445 New Britain Ave | West Hartford | CT | 06110 | United States |

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| Sears, Roebuck and Co. | 190 Frontage Rd | West Haven | CT | 06516 | United States |
| Sears, Roebuck and Co. | 1000 Dover Mall/Rte 13 | Dover | DE | 19901 | United States |
| Sears, Roebuck and Co. | 500 Eagle Run Rd | Newark | DE | 19702 | United States |
| Sears, Roebuck and Co. | 4737 Concord Pike | Wilmington | DE | 19803 | United States |
| Sears, Roebuck and Co. | 451 E Altamonte Dr Ste 401 | Altamonte Spg | FL | 32701 | United States |
| Sears, Roebuck and Co. | 5900 Glades Rd | Boca Raton | FL | 33431 | United States |
| Sears, Roebuck and Co. | 801 N Congress Ave | Boynton Beach | FL | 33426 | United States |
| Sears, Roebuck and Co. | 801 N Congress Ave | Boynton Beach | FL | 33426 | United States |
| Sears, Roebuck and Co. | 805 N Congress Ave | Boynton Beach | FL | 33426 | United States |
| Sears, Roebuck and Co. | 303 Us Hwy 301 Blvd W | Bradenton | FL | 34205 | United States |
| Sears, Roebuck and Co. | 686 Brandon Town Center Mall | Brandon | FL | 33511 | United States |
| Sears, Roebuck and Co. | 686 Brandon Town Ctr | Brandon | FL | 33511 | United States |
| Sears, Roebuck and Co. | 13085 Cortez Blvd | Brooksville | FL | 34613 | United States |
| Sears, Roebuck and Co. | 3655 Sw 22Nd St | Coral Gables | FL | 33145 | United States |
| Sears, Roebuck and Co. | 9565 W Atlantic Blvd | Coral Springs | FL | 33071 | United States |
| Sears, Roebuck and Co. | 1700 W Intl Speedway Blvd | Daytona Beach | FL | 32114 | United States |
| Sears, Roebuck and Co. | 1625 Nw 107Th Ave | Doral(Miami) | FL | 33172 | United States |
| Sears, Roebuck and Co. | 15271-33 McGregor Blvd | Fort Myers | FL | 33908 | United States |
| Sears, Roebuck and Co. | 532 E Sunrise Blvd | Ft Lauderdale | FL | 33304 | United States |
| Sears, Roebuck and Co. | 901 N Federal Hwy | Ft Lauderdale | FL | 33304 | United States |
| Sears, Roebuck and Co. | 10898 Metro Parkway | Ft Myers | FL | 33966 | United States |
| Sears, Roebuck and Co. | 4003 Cleveland Ave | Ft Myers | FL | 33901 | United States |
| Sears, Roebuck and Co. | 6201 Newberry Rd | Gainesville | FL | 32605 | United States |

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| Sears, Roebuck and Co. | 1615 W 49Th St- Westland Mall | Hialeah | FL | 33012 | United States |
| Sears, Roebuck and Co. | 5750 NW 183RD ST | Hialeah | FL | 33015 | United States |
| Sears, Roebuck and Co. | 5890 Nw 173Rd Drive | Hialeah | FL | 33015 | United States |
| Sears, Roebuck and Co. | 10302 Southside-The Avenue MI | Jacksonville | FL | 32256 | United States |
| Sears, Roebuck and Co. | 3555-1 St Johns Bluff Road S | Jacksonville | FL | 32224 | United States |
| Sears, Roebuck and Co. | 3342 Nw Federal Hwy Us 1 | Jensen Bch(Stuart) | FL | 34957 | United States |
| Sears, Roebuck and Co. | 3342 Nw Federal Hwy | Jensen Beach | FL | 34957 | United States |
| Sears, Roebuck and Co. | 3200 N Roosevelt Blvd | Key West | FL | 33040 | United States |
| Sears, Roebuck and Co. | 3200 Lake Emma Rd; Suite 1020 | Lake Mary | FL | 32746 | United States |
| Sears, Roebuck and Co. | 29 Eagle Ridge Dr | Lake Wales | FL | 33859 | United States |
| Sears, Roebuck and Co. | 301 Eagle Ridge Dr | Lake Wales | FL | 33859 | United States |
| Sears, Roebuck and Co. | 3800 N Rd 98 Ste 500 | Lakeland | FL | 33809 | United States |
| Sears, Roebuck and Co. | 4717 S Florida Ave | Lakeland | FL | 33813 | United States |
| Sears, Roebuck and Co. | 10401 Us Highway 441 Ste 2002 | Leesburg | FL | 34788 | United States |
| Sears, Roebuck and Co. | 10401-2002 Highway 441 | Leesburg | FL | 34788 | United States |
| Sears, Roebuck and Co. | 300 Mary Esther Blvd | Mary Esther | FL | 32569 | United States |
| Sears, Roebuck and Co. | 777 E Merritt Island Cswy #300 | Merritt Is | FL | 32952 | United States |
| Sears, Roebuck and Co. | 777 E Merritt Island Cswy | Merritt Island | FL | 32952 | United States |
| Sears, Roebuck and Co. | 19505 Biscayne Blvd | Miami | FL | 33180 | United States |
| Sears, Roebuck and Co. | 20701 Sw 112 Ave | Miami | FL | 33189 | United States |
| Sears, Roebuck and Co. | 3301 Nw 107Th Ave | Miami | FL | 33178 | United States |
| Sears, Roebuck and Co. | 2000 9Th St N | Naples | FL | 34102 | United States |
| Sears, Roebuck and Co. | 3100 Sw College Rd Ste 300 | Ocala | FL | 34474 | United States |

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| Sears, Roebuck and Co. | 1910 Wells Rd | Orange Pk | FL | 32073 | United States |
| Sears, Roebuck and Co. | 8001 S Orange Blossom Trl | Orlando | FL | 32809 | United States |
| Sears, Roebuck and Co. | 1360 Oviedo Blvd | Oviedo | FL | 32765 | United States |
| Sears, Roebuck and Co. | 1370 Oviedo Marketplace Blvd | Oviedo | FL | 32765 | United States |
| Sears, Roebuck and Co. | 3101 Pga Blvd/Gardens Mall | Palm Bch Gdns | FL | 33410 | United States |
| Sears, Roebuck and Co. | 3101 Pga Blvd | Palm Beach Gardens | FL | 33410 | United States |
| Sears, Roebuck and Co. | 731 Hwy 231 | Panama City | FL | 32405 | United States |
| Sears, Roebuck and Co. | 12055 Pines Blvd | Pembroke Pines | FL | 33026 | United States |
| Sears, Roebuck and Co. | 7171 N Davis Hwy | Pensacola | FL | 32504 | United States |
| Sears, Roebuck and Co. | 7801 Sears Blvd | Pensacola | FL | 32514 | United States |
| Sears, Roebuck and Co. | 8000 W Broward Blvd Ste 100 | Plantation | FL | 33388 | United States |
| Sears, Roebuck and Co. | 2251 N Federal Hwy | Pompano Beach | FL | 33062 | United States |
| Sears, Roebuck and Co. | 1742 W. Atlantic Blvd | Pompano Beach -Showroom | FL | 33069 | United States |
| Sears, Roebuck and Co. | 1441 Tamiami-Town Ctr MI #801 | Port Charlotte | FL | 33948 | United States |
| Sears, Roebuck and Co. | 1441 Tamiami Trl | Port Charlotte | FL | 33948 | United States |
| Sears, Roebuck and Co. | 9409 Us Highway 19 N Ste 101 | Port Richey | FL | 34668 | United States |
| Sears, Roebuck and Co. | 8201 S Tamiami Trl | Sarasota | FL | 34238 | United States |
| Sears, Roebuck and Co. | 2300 Tyrone Blvd N | St Petersburg | FL | 33710 | United States |
| Sears, Roebuck and Co. | 4600 Park St N | St. Petersburg | FL | 33709 | United States |
| Sears, Roebuck and Co. | 1500 Apalachee Pkwy | Tallahassee | FL | 32301 | United States |
| Sears, Roebuck and Co. | 2266 University Sq Mall | Tampa | FL | 33612 | United States |
| Sears, Roebuck and Co. | 599 Westshore Plz Mall | Tampa | FL | 33609 | United States |
| Sears, Roebuck and Co. | 7902 Citrus Park Drive | Tampa | FL | 33625 | United States |

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| Sears, Roebuck and Co. | 347 Westshore Plz | Tampa | FL | 33609 | United States |
| Sears, Roebuck and Co. | 2266 University Square Mall | Tampa-University | FL | 33612 | United States |
| Sears, Roebuck and Co. | 10302 Southside Blvd | The Avenues | FL | 32256 | United States |
| Sears, Roebuck and Co. | 3550 S Washington Ave | Titusville | FL | 32780 | United States |
| Sears, Roebuck and Co. | 6200 20Th St Suite 300 | Vero Beach | FL | 32966 | United States |
| Sears, Roebuck and Co. | 6200 20Th St Ste 300 | Vero Beach | FL | 32966 | United States |
| Sears, Roebuck and Co. | 2601 Dawson Rd | Albany | GA | 31708 | United States |
| Sears, Roebuck and Co. | 3700 Atlanta Hwy-Georgia Sq MI | Athens | GA | 30606 | United States |
| Sears, Roebuck and Co. | 2201 Henderson Mill Rd | Atlanta | GA | 30345 | United States |
| Sears, Roebuck and Co. | 2940 Cobb Pkwy-Cumberland Mall | Atlanta | GA | 30339 | United States |
| Sears, Roebuck and Co. | 2417 Regency Blvd Ste 6 | Augusta | GA | 30904 | United States |
| Sears, Roebuck and Co. | 3450B Wrightsboro Rd | Augusta | GA | 30909 | United States |
| Sears, Roebuck and Co. | 100 Mall Blvd Ste 300 | Brunswick | GA | 31525 | United States |
| Sears, Roebuck and Co. | 2511 Sullivan Rd | College Park | GA | 30337 | United States |
| Sears, Roebuck and Co. | 5555 Whittlesey Blvd Ste 3000 | Columbus | GA | 31909 | United States |
| Sears, Roebuck and Co. | 2150 E Walnut Ave | Dalton | GA | 30721 | United States |
| Sears, Roebuck and Co. | 2150 E Walnut Ave Spc 50 | Dalton | GA | 30721 | United States |
| Sears, Roebuck and Co. | Arbor PI MI- 6550 Douglas Blvd | Douglasville | GA | 30135 | United States |
| Sears, Roebuck and Co. | 150 Pearl Nix Pkwy | Gainesville | GA | 30501 | United States |
| Sears, Roebuck and Co. | 400 Ernest Barrett Pkwy | Kennesaw | GA | 30144 | United States |
| Sears, Roebuck and Co. | 7810 Abercorn St | Savannah | GA | 31406 | United States |
| Sears, Roebuck and Co. | 4897 Lewis Dr; Suites A-K | Stone Mountn | GA | 30083 | United States |
| Sears, Roebuck and Co. | 2301 Mountain Industrial Blvd; Suite B | Tucker | GA | 30084 | United States |

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| Sears, Roebuck and Co. | 4616 Hugh Howell Rd | Tucker | GA | 30084 | United States |
| Sears, Roebuck and Co. | 1709 Baytree Rd | Valdosta | GA | 31602 | United States |
| Sears, Roebuck and Co. | 98-180 Kamehameha Hwy | Aiea | HI | 96701 | United States |
| Sears, Roebuck and Co. | 111 E Puainako St | Hilo | HI | 96720 | United States |
| Sears, Roebuck and Co. | 50 Pohaku St | Hilo | HI | 96720 | United States |
| Sears, Roebuck and Co. | 2886 Paa St | Honolulu | HI | 96819 | United States |
| Sears, Roebuck and Co. | 142 Alamaha St | Kahului | HI | 96732 | United States |
| Sears, Roebuck and Co. | 275 Kaahamanu Ave | Kahului | HI | 96732 | United States |
| Sears, Roebuck and Co. | 275 Kaahumanu Ave Ste 1000 | Kahului Maui(Sur) | HI | 96732 | United States |
| Sears, Roebuck and Co. | 46-056 Kamehameha Hwy | Kaneohe | HI | 96744 | United States |
| Sears, Roebuck and Co. | 94 - 825 Luminina Street | Waipahu | HI | 96797 | United States |
| Sears, Roebuck and Co. | 4600 First Ave Ne | Cedar Rapids | IA | 52402 | United States |
| Sears, Roebuck and Co. | 4302 Brady St North Park Mall | Davenport | IA | 52806 | United States |
| Sears, Roebuck and Co. | 1111 SE ARMY POST RD | Des Moines | IA | 50315 | United States |
| Sears, Roebuck and Co. | 4000 Merle Hay Rd | Des Moines | IA | 50310 | United States |
| Sears, Roebuck and Co. | Merle Hay MI-4000 Merle Hay Rd | Des Moines | IA | 50310 | United States |
| Sears, Roebuck and Co. | 4480 Sergeant-Southern Hls MI | Sioux City | IA | 51106 | United States |
| Sears, Roebuck and Co. | 7100 Westown Parkway | W Des Moines | IA | 50266 | United States |
| Sears, Roebuck and Co. | 1003 73Rd St | Windsor Hgts | IA | 50324 | United States |
| Sears, Roebuck and Co. | 460 N Milwaukee St | Boise | ID | 83704 | United States |
| Sears, Roebuck and Co. | 460 N Milwaukee St | Boise | ID | 83704 | United States |
| Sears, Roebuck and Co. | 4145 Yellowstone Hwy | Chubbuck | ID | 83202 | United States |
| Sears, Roebuck and Co. | 2300 E 17Th St | Idaho Falls | ID | 83404 | United States |

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| Sears, Roebuck and Co. | Magic Vly MI-1543 Pole Ln Rd E | Twin Falls | ID | 83301 | United States |
| Sears, Roebuck and Co. | 4020 Fox Valley Center Dr | Aurora | IL | 60504 | United States |
| Sears, Roebuck and Co. | 7412 S Cicero Ave | Bedford Park(Ford City) | IL | 60629 | United States |
| Sears, Roebuck and Co. | 653 Carlyle Ave | Belleville | IL | 62221 | United States |
| Sears, Roebuck and Co. | #5 Stratford Sq | Bloomington | IL | 60108 | United States |
| Sears, Roebuck and Co. | 1631 E Empire St | Bloomington | IL | 61701 | United States |
| Sears, Roebuck and Co. | Northfield Sq-1600 State Rd 50 | Bourbonnais | IL | 60914 | United States |
| Sears, Roebuck and Co. | 7310 W 87Th St | Bridgeview | IL | 60455 | United States |
| Sears, Roebuck and Co. | 1334 E 79Th St | Chicago | IL | 60619 | United States |
| Sears, Roebuck and Co. | 1800 W Lawrence Ave | Chicago | IL | 60640 | United States |
| Sears, Roebuck and Co. | 2 N State St | Chicago | IL | 60602 | United States |
| Sears, Roebuck and Co. | 4035 N Cicero Ave | Chicago | IL | 60641 | United States |
| Sears, Roebuck and Co. | Chgo Rdg Mall-6501 W 95Th St | Chicago Ridge | IL | 60415 | United States |
| Sears, Roebuck and Co. | The Great Indoors | Deerfield | IL | 60015 | United States |
| Sears, Roebuck and Co. | 2170 Point Blvd Ste 500 | Elgin | IL | 60123 | United States |
| Sears, Roebuck and Co. | 2428-2432 Bath Road | Elgin | IL | 60124 | United States |
| Sears, Roebuck and Co. | 1500 Higgins Rd | Elk Grove Village | IL | 60007 | United States |
| Sears, Roebuck and Co. | 1630 N Harlem Ave | Elmwood Park | IL | 60707 | United States |
| Sears, Roebuck and Co. | 235 Saint Clair Sq | Fairview Hts | IL | 62208 | United States |
| Sears, Roebuck and Co. | 317 Lincoln Hwy | Fairview Hts | IL | 62208 | United States |
| Sears, Roebuck and Co. | 3333 Beverly Road | Hoffman Est | IL | 60179 | United States |
| Sears, Roebuck and Co. | 5334 Sears Parkway | Hoffman Est | IL | 60179 | United States |
| Sears, Roebuck and Co. | 3333 Beverly Rd | Hoffman Estates | IL | 60179 | United States |

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| Sears, Roebuck and Co. | 2 Louis MI Loop-3340 Mall Loop | Joliet | IL | 60435 | United States |
| Sears, Roebuck and Co. | Morton Arboretum, 4100 Illinois Route 53 | Lisle | IL | 60532 | United States |
| Sears, Roebuck and Co. | 4605 W Lincoln Hwy | Matteson | IL | 60443 | United States |
| Sears, Roebuck and Co. | 400 Golf Mill Ctr | Niles | IL | 60714 | United States |
| Sears, Roebuck and Co. | 9411 Greenwood Ave | Niles | IL | 60714 | United States |
| Sears, Roebuck and Co. | 7503 W Cermak Rd | No Riverside | IL | 60546 | United States |
| Sears, Roebuck and Co. | 2 Oakbrook Center Mall | Oak Brook | IL | 60523 | United States |
| Sears, Roebuck and Co. | 2 Oakbrook Ctr | Oakbrook | IL | 60523 | United States |
| Sears, Roebuck and Co. | #2 Orland Sq Mall | Orland Park | IL | 60462 | United States |
| Sears, Roebuck and Co. | 2200 W War Memorial Dr | Peoria | IL | 61613 | United States |
| Sears, Roebuck and Co. | 7200 Harrison Ave | Rockford | IL | 61112 | United States |
| Sears, Roebuck and Co. | 1321 E Golf Rd | Schaumburg | IL | 60173 | United States |
| Sears, Roebuck and Co. | 2 Woodfield Mall | Schaumburg | IL | 60173 | United States |
| Sears, Roebuck and Co. | 890 Perimeter Dr | Schaumburg | IL | 60173 | United States |
| Sears, Roebuck and Co. | 5000 Spring Hill Mall | West Dundee | IL | 60118 | United States |
| Sears, Roebuck and Co. | 823 E Hwy 131 Green Tree Mall | Clarksville | IN | 47129 | United States |
| Sears, Roebuck and Co. | 333 N Plaza East Blvd | Evansville | IN | 47715 | United States |
| Sears, Roebuck and Co. | 6420 Wilson Dr | Fort Wayne | IN | 46806 | United States |
| Sears, Roebuck and Co. | 4201 Coldwater Rd | Ft Wayne | IN | 46805 | United States |
| Sears, Roebuck and Co. | 1251 Us Highway 31 N | Greenwood | IN | 46142 | United States |
| Sears, Roebuck and Co. | 7286 E 86Th St | Indianapolis | IN | 46250 | United States |
| Sears, Roebuck and Co. | 1235 S Reed Rd | Kokomo | IN | 46902 | United States |
| Sears, Roebuck and Co. | 1235 S Reed Rd-Markland Mall | Kokomo | IN | 46902 | United States |

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| Sears, Roebuck and Co. | 2415 Sagamore S-Tippecanoe MI | Lafayette | IN | 47905 | United States |
| Sears, Roebuck and Co. | 2300 Southlake Mall | Merrillville | IN | 46410 | United States |
| Sears, Roebuck and Co. | Marquette Sc-3901 S Franklin St | Michigan City | IN | 46360 | United States |
| Sears, Roebuck and Co. | 6501 Grape Rd-University Pk MI | Mishawaka | IN | 46545 | United States |
| Sears, Roebuck and Co. | 40 Muncie Mall | Muncie | IN | 47303 | United States |
| Sears, Roebuck and Co. | 120 Us Highway 41 | Schererville | IN | 46375 | United States |
| Sears, Roebuck and Co. | 630 East Bronson Street | South Bend | IN | 46601 | United States |
| Sears, Roebuck and Co. | 3401 S Us Highway 41 | Terre Haute | IN | 47802 | United States |
| Sears, Roebuck and Co. | 3401 Us 41 S/Honey Creek Sq | Terre Haute | IN | 47802 | United States |
| Sears, Roebuck and Co. | 14804 117TH STREET | Olathe | KS | 66062 | United States |
| Sears, Roebuck and Co. | 9000 Nieman Road | Overland Park | KS | 66214 | United States |
| Sears, Roebuck and Co. | 9701 Metcalf Ave | Overland Park | KS | 66212 | United States |
| Sears, Roebuck and Co. | 175 Central Mall | Salina | KS | 67401 | United States |
| Sears, Roebuck and Co. | 2259 S 9Th St | Salina | KS | 67401 | United States |
| Sears, Roebuck and Co. | 2100 SW WESTPORT DR | Topeka | KS | 66614 | United States |
| Sears, Roebuck and Co. | 7700 E Kellogg Dr | Wichita | KS | 67207 | United States |
| Sears, Roebuck and Co. | 2625 Scottsville Rd | Bowling Green | KY | 42104 | United States |
| Sears, Roebuck and Co. | 2625 Scottsville-Greenwood MI | Bowling Green | KY | 42104 | United States |
| Sears, Roebuck and Co. | 1704 N Towne Mall | Elizabethtown | KY | 42701 | United States |
| Sears, Roebuck and Co. | 3000 Mall Rd/Florence Mall | Florence | KY | 41042 | United States |
| Sears, Roebuck and Co. | 7900 Shelbyville Rd-Oxmoor Ctr | Louisville | KY | 40222 | United States |
| Sears, Roebuck and Co. | Jeffersn MI-4807 Outer Loop Dr | Louisville | KY | 40219 | United States |
| Sears, Roebuck and Co. | 7900 Shelbyville Rd | Louisville-Oxmoor | KY | 40222 | United States |

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| Sears, Roebuck and Co. | 5101 Hinklevle Rd- 100 Ky Oaks | Paducah | KY | 42001 | United States |
| Sears, Roebuck and Co. | 6551 Bluebonnet Blvd | Baton Rouge | LA | 70809 | United States |
| Sears, Roebuck and Co. | 197-5 Westbank Expwy | Gretna | LA | 70053 | United States |
| Sears, Roebuck and Co. | 2000 Sw Railroad Ave | Hammond | LA | 70403 | United States |
| Sears, Roebuck and Co. | 2000 Sw Railroad- Hammond Sq MI | Hammond | LA | 70403 | United States |
| Sears, Roebuck and Co. | 6011 W Park Ave | Houma | LA | 70364 | United States |
| Sears, Roebuck and Co. | 5715 Johnston St | Lafayette | LA | 70503 | United States |
| Sears, Roebuck and Co. | 4400 Veterans Memorial Blvd | Metairie | LA | 70006 | United States |
| Sears, Roebuck and Co. | 233 E Pershing | Scott | LA | 70560 | United States |
| Sears, Roebuck and Co. | 3595 Southern Ave | Shreveport | LA | 71104 | United States |
| Sears, Roebuck and Co. | 385 Southbridge St | Auburn | MA | 01501 | United States |
| Sears, Roebuck and Co. | 387 Southbridge St | Auburn | MA | 01501 | United States |
| Sears, Roebuck and Co. | 250 Granite St | Braintree | MA | 02184 | United States |
| Sears, Roebuck and Co. | 200 Westgate Dr | Brockton | MA | 02301 | United States |
| Sears, Roebuck and Co. | 1100 Middlesex Turnpike | Burlington | MA | 01803 | United States |
| Sears, Roebuck and Co. | 290 Providence Hwy | Dedham | MA | 02026 | United States |
| Sears, Roebuck and Co. | 300 Providence Hwy | Dedham | MA | 02026 | United States |
| Sears, Roebuck and Co. | 1775 Washington St | Hanover | MA | 02339 | United States |
| Sears, Roebuck and Co. | Hanover Mal/1775 Washington St | Hanover | MA | 02339 | United States |
| Sears, Roebuck and Co. | 50 Holyoke St | Holyoke | MA | 01040 | United States |
| Sears, Roebuck and Co. | 86 Lower Westfield- Ingelside M | Holyoke | MA | 01040 | United States |
| Sears, Roebuck and Co. | 793 Lyannough Road Rte 132 | Hyannis | MA | 02601 | United States |
| Sears, Roebuck and Co. | Rt 132 Cape Cod Mall | Hyannis | MA | 02601 | United States |

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| Sears, Roebuck and Co. | Berkshire Mall-Route 8 | Lanesboro | MA | 01237 | United States |
| Sears, Roebuck and Co. | 100 Commercial Rd | Leominster | MA | 01453 | United States |
| Sears, Roebuck and Co. | 521 Lynch Blvd | Marlborough | MA | 01752 | United States |
| Sears, Roebuck and Co. | 1009 S Washington St | N Attleboro | MA | 02760 | United States |
| Sears, Roebuck and Co. | 100 N Dartmouth Mall | N Dartmouth | MA | 02747 | United States |
| Sears, Roebuck and Co. | 1235 Worcester Rd & Speen St | Natick | MA | 01760 | United States |
| Sears, Roebuck and Co. | Rts 114 & 128 - Northshore Mall | Peabody | MA | 01960 | United States |
| Sears, Roebuck and Co. | 1525 Boston Rd | Springfield | MA | 01129 | United States |
| Sears, Roebuck and Co. | 8 Galleria Mall Dr | Taunton | MA | 02780 | United States |
| Sears, Roebuck and Co. | 10 Main St | Tewksbury | MA | 01876 | United States |
| Sears, Roebuck and Co. | 1040 Annapolis Mall | Annapolis | MD | 21401 | United States |
| Sears, Roebuck and Co. | 6901 Security Blvd | Baltimore | MD | 21207 | United States |
| SEARS, ROEBUCK AND CO. | 8200 Belair Rd | Baltimore | MD | 21236 | United States |
| Sears, Roebuck and Co. | 6901 Security Sq Blvd | Baltimore-West | MD | 21244 | United States |
| Sears, Roebuck and Co. | 658 Baltimore Pike | Bel Air | MD | 21014 | United States |
| Sears, Roebuck and Co. | 7103 Democracy Blvd | Bethesda | MD | 20817 | United States |
| Sears, Roebuck and Co. | 8827 Woodyard Rd | Clinton | MD | 20735 | United States |
| Sears, Roebuck and Co. | 10300 Little Patuxent Pkwy | Columbia | MD | 21044 | United States |
| Sears, Roebuck and Co. | 1647 Crofton Centre | Crofton | MD | 21114 | United States |
| Sears, Roebuck and Co. | 1262 Vocke Rd | Cumberland | MD | 21502 | United States |
| Sears, Roebuck and Co. | 2 Vocke Rd Ste 100/Cntry Club | Cumberland | MD | 21502 | United States |
| Sears, Roebuck and Co. | 5500 Buckeystown Pike | Frederick | MD | 21703 | United States |
| Sears, Roebuck and Co. | 701 Russell Ave | Gaithersburg | MD | 20877 | United States |

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| Sears, Roebuck and Co. | 597B E Ordnance Rd | Glen Burnie | MD | 21060 | United States |
| Sears, Roebuck and Co. | 7900 Gov Ritchie Hwy | Glen Burnie | MD | 21061 | United States |
| Sears, Roebuck and Co. | 7900 Govenor Ritchie Hwy | Glen Burnie | MD | 21061 | United States |
| Sears, Roebuck and Co. | 6411 Riggs Road | Hyattsville | MD | 20783 | United States |
| Sears, Roebuck and Co. | 1781 Crossroads Dr | Odenton | MD | 21113 | United States |
| Sears, Roebuck and Co. | 8200 Perry Hall Bl | Parkville | MD | 21236 | United States |
| Sears, Roebuck and Co. | 2306 N Salisbury Blvd | Salisbury | MD | 21801 | United States |
| Sears, Roebuck and Co. | 2323 Center Dr | Salisbury | MD | 21801 | United States |
| Sears, Roebuck and Co. | 11255 New Hampshire Ave | Silver Spring | MD | 20904 | United States |
| Sears, Roebuck and Co. | 11259 New Hampshire-White Oak | Silver Spring | MD | 20904 | United States |
| Sears, Roebuck and Co. | 11145 Mall Cir-St Charles Ctr | Waldorf | MD | 20603 | United States |
| Sears, Roebuck and Co. | 400 N Center St | Westminster | MD | 21157 | United States |
| Sears, Roebuck and Co. | 10 Whitten Rd | Augusta | ME | 04330 | United States |
| Sears, Roebuck and Co. | Turnpike Mall/10 Whitten Rd | Augusta | ME | 04330 | United States |
| Sears, Roebuck and Co. | 60 Doane St | Bangor | ME | 04401 | United States |
| Sears, Roebuck and Co. | 8 Gurnet Rd | Brunswick | ME | 04011 | United States |
| Sears, Roebuck and Co. | Maine Ml-400 Maine Mall Rd | S Portland | ME | 04106 | United States |
| Sears, Roebuck and Co. | 900 Briarwood Cir | Ann Arbor | MI | 48108 | United States |
| Sears, Roebuck and Co. | 5575 B Drive N | Battle Creek | MI | 49015 | United States |
| Sears, Roebuck and Co. | 3070 S Linden Rd | Flint | MI | 48507 | United States |
| Sears, Roebuck and Co. | 3099 28Th St Se | Grand Rapids | MI | 49512 | United States |
| Sears, Roebuck and Co. | 3099-28Th St | Grand Rapids | MI | 49512 | United States |
| Sears, Roebuck and Co. | 3980 Rivertown Pkwy Sw | Grandville | MI | 49418 | United States |

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| Sears, Roebuck and Co. | 1250 Boardman-Jackson Crossing | Jackson | MI | 49202 | United States |
| Sears, Roebuck and Co. | 3131 E Michigan Ave | Lansing | MI | 48912 | United States |
| Sears, Roebuck and Co. | 2100 Southfield Rd | Lincoln Park | MI | 48146 | United States |
| Sears, Roebuck and Co. | 29500 7 Mile Rd | Livonia | MI | 48152 | United States |
| Sears, Roebuck and Co. | 5500 Harvey St | Muskegon | MI | 49444 | United States |
| Sears, Roebuck and Co. | 27600 Novi Rd | Novi | MI | 48377 | United States |
| Sears, Roebuck and Co. | 6780 S Westnedge Ave | Portage | MI | 49024 | United States |
| Sears, Roebuck and Co. | 4900 Fashion Sq Mall | Saginaw | MI | 48604 | United States |
| Sears, Roebuck and Co. | 4900 Fashion Square Mall | Saginaw | MI | 48604 | United States |
| Sears, Roebuck and Co. | 300 W 14 Mile Rd | Troy | MI | 48083 | United States |
| Sears, Roebuck and Co. | 435 N Telegraph Rd | Waterford(Pontiac) | MI | 48328 | United States |
| Sears, Roebuck and Co. | 35000 W Warren Rd | Westland | MI | 48185 | United States |
| Sears, Roebuck and Co. | 2000 N E Court | Bloomington | MN | 55425 | United States |
| Sears, Roebuck and Co. | 1299 Shingle Creek Crossing | Brooklyn Ctr | MN | 55430 | United States |
| Sears, Roebuck and Co. | 14250 Buck Hill Rd | Burnsville | MN | 55306 | United States |
| Sears, Roebuck and Co. | 12737 Riverdale Blvd Nw | Coon Rapids | MN | 55448 | United States |
| Sears, Roebuck and Co. | 8301 Flying Cloud Dr | Eden Prairie | MN | 55344 | United States |
| Sears, Roebuck and Co. | 8301 Flying Cloud Dr | Eden Prairie | MN | 55344 | United States |
| Sears, Roebuck and Co. | 1850 Adams St Ste 5 | Mankato | MN | 56001 | United States |
| Sears, Roebuck and Co. | 1896 Adams St - River Hills MI | Mankato | MN | 56001 | United States |
| Sears, Roebuck and Co. | 3001 Maplewood Dr | Maplewood | MN | 55109 | United States |
| Sears, Roebuck and Co. | 12431 Wayzata Blvd | Minnetonka | MN | 55305 | United States |
| Sears, Roebuck and Co. | 425 Rice St | Saint Paul | MN | 55103 | United States |

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| Sears, Roebuck and Co. | 4101 W Division St | St Cloud | MN | 56301 | United States |
| Sears, Roebuck and Co. | 41St & Division | St Cloud | MN | 56301 | United States |
| Sears, Roebuck and Co. | 5415 Ne Antioch Rd | Antioch | MO | 64119 | United States |
| Sears, Roebuck and Co. | 330 Siemens Dr | Cape Girardeau | MO | 63703 | United States |
| Sears, Roebuck and Co. | 2201 W Worley St | Columbia | MO | 65203 | United States |
| Sears, Roebuck and Co. | 639 Gravois Bluffs Blvd; Ste B | Fenton | MO | 63026 | United States |
| Sears, Roebuck and Co. | 18777 E 39Th St | Independence | MO | 64057 | United States |
| Sears, Roebuck and Co. | 18777 E 39Th St S | Independence | MO | 64057 | United States |
| Sears, Roebuck and Co. | 3600 Country Club Dr | Jefferson City | MO | 65109 | United States |
| Sears, Roebuck and Co. | 101 Rangeline Rd/Northpark MI | Joplin | MO | 64801 | United States |
| Sears, Roebuck and Co. | 2825 S Glenstone | Springfield | MO | 65804 | United States |
| Sears, Roebuck and Co. | 3702 Frederick Ave | St Joseph | MO | 64506 | United States |
| Sears, Roebuck and Co. | #3 Mid Rivers Mall | St Peters | MO | 63376 | United States |
| Sears, Roebuck and Co. | 2600 Beach Blvd Ste 67 | Biloxi | MS | 39531 | United States |
| Sears, Roebuck and Co. | 2600 Beach Rd | Biloxi | MS | 39531 | United States |
| Sears, Roebuck and Co. | 1051 Bonita Lakes Circle | Meridian | MS | 39301 | United States |
| Sears, Roebuck and Co. | 381 HIGHWAY 51 | Ridgeland | MS | 39157 | United States |
| Sears, Roebuck and Co. | 1001 Barnes Crossing Rd | Tupelo | MS | 38804 | United States |
| Sears, Roebuck and Co. | 1001 Barnes Crossing Rd | Tupelo | MS | 38801 | United States |
| Sears, Roebuck and Co. | 2424 Central Ave | Billings | MT | 59102 | United States |
| Sears, Roebuck and Co. | 200 RANDOLPH MALL | Asheboro | NC | 27203 | United States |
| Sears, Roebuck and Co. | 100 Colonial Mall | Burlington | NC | 27215 | United States |
| Sears, Roebuck and Co. | 102 Holly Hill Mall | Burlington | NC | 27215 | United States |

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| Sears, Roebuck and Co. | 1480 Highway 29 N | Concord | NC | 28025 | United States |
| Sears, Roebuck and Co. | 302 Guess Rd (Northgate Mall) | Durham | NC | 27701 | United States |
| Sears, Roebuck and Co. | 8060 Renaissance Pkwy | Durham | NC | 27713 | United States |
| Sears, Roebuck and Co. | 1620 Guess Rd | Durham- Northgate | NC | 27701 | United States |
| Sears, Roebuck and Co. | 400 Cross Creek Mall | Fayetteville | NC | 28303 | United States |
| Sears, Roebuck and Co. | 201 N Berkeley Blvd | Goldsboro | NC | 27534 | United States |
| Sears, Roebuck and Co. | 703 N Berkeley Blvd | Goldsboro | NC | 27534 | United States |
| Sears, Roebuck and Co. | 3200 W Friendly Ave | Greensboro | NC | 27408 | United States |
| Sears, Roebuck and Co. | 701 Pembroke Rd | Greensboro | NC | 27408 | United States |
| Sears, Roebuck and Co. | 240 Carolina East Mall | Greenville | NC | 27834 | United States |
| Sears, Roebuck and Co. | 1940 Us Highway 70 Se | Hickory | NC | 28602 | United States |
| Sears, Roebuck and Co. | 921 Eastchester Dr | High Point | NC | 27262 | United States |
| Sears, Roebuck and Co. | 344 Jacksonville Mall | Jacksonville | NC | 28546 | United States |
| Sears, Roebuck and Co. | 2115 E Roosevelt Blvd Ste 200 | Monroe | NC | 28110 | United States |
| Sears, Roebuck and Co. | 3200 Gateway Center Blvd; Ste 150 | Morrisville | NC | 27560 | United States |
| Sears, Roebuck and Co. | 11033 Carolina Pk- Carolina Pl | Pineville | NC | 28134 | United States |
| Sears, Roebuck and Co. | 11033 Carolina Place Pkwy | Pineville | NC | 28134 | United States |
| Sears, Roebuck and Co. | 11812 Carolina Place Pkwy | Pineville | NC | 28134 | United States |
| Sears, Roebuck and Co. | 4615 Glenwood- Crabtree Vly MI | Raleigh | NC | 27612 | United States |
| Sears, Roebuck and Co. | 7320 Old Wake Forest Rd | Raleigh | NC | 27616 | United States |
| Sears, Roebuck and Co. | 819 E Six Forks Rd | Raleigh | NC | 27609 | United States |
| Sears, Roebuck and Co. | 3500 Oleander- Independence MI | Wilmington | NC | 28403 | United States |
| Sears, Roebuck and Co. | 190 Hanes Mall Circle | Winston Salem | NC | 27103 | United States |

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| Sears, Roebuck and Co. | West Acres Regional S/C | Fargo | ND | 58103 | United States |
| Sears, Roebuck and Co. | 175 Conestoga Mall | Grand Island | NE | 68803 | United States |
| Sears, Roebuck and Co. | 6400 O St | Lincoln | NE | 68510 | United States |
| Sears, Roebuck and Co. | Gateway Ctr--6400 'O' St | Lincoln | NE | 68505 | United States |
| Sears, Roebuck and Co. | 3420 Oak View Drive | Omaha | NE | 68144 | United States |
| Sears, Roebuck and Co. | 7424 Dodge St | Omaha | NE | 68114 | United States |
| Sears, Roebuck and Co. | 270 Loudon Rd | Concord | NH | 03301 | United States |
| Sears, Roebuck and Co. | 270 Loudon Rd | Concord | NH | 03301 | United States |
| Sears, Roebuck and Co. | 1500 S Willow St | Manchester | NH | 03103 | United States |
| Sears, Roebuck and Co. | 50 Fox Run Rd St#74-Fox Run MI | Newington | NH | 03801 | United States |
| Sears, Roebuck and Co. | 77 Rockingham Park Blvd | Salem | NH | 03079 | United States |
| Sears, Roebuck and Co. | 1750 Deptford Cener Rd | Deptford | NJ | 08096 | United States |
| Sears, Roebuck and Co. | 1750 Deptford Ctr-Deptford MI | Deptford | NJ | 08096 | United States |
| Sears, Roebuck and Co. | 3710 US Hwy 9 Ste 1100 | Freehold | NJ | 07728 | United States |
| Sears, Roebuck and Co. | Raceway Mall/3710 Us Hwy 9 Ste 1100 | Freehold | NJ | 07728 | United States |
| Sears, Roebuck and Co. | 436 Main St | Hackensack | NJ | 07601 | United States |
| Sears, Roebuck and Co. | 516 Main St | Hackensack | NJ | 07601 | United States |
| Sears, Roebuck and Co. | 50 Mall Dr W | Jersey City | NJ | 07310 | United States |
| Sears, Roebuck and Co. | S Orange Ave & Walnut St | Livingston | NJ | 07039 | United States |
| Sears, Roebuck and Co. | 4409 Blk Horse Pike | Mays Landing | NJ | 08330 | United States |
| Sears, Roebuck and Co. | 1500 Highway 35 | Middletown | NJ | 07748 | United States |
| Sears, Roebuck and Co. | 80 Godwin Ave | Midland Park | NJ | 07432 | United States |
| Sears, Roebuck and Co. | Rt 38 & Lenola Rd | Moorestown | NJ | 08057 | United States |

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| Sears, Roebuck and Co. | Rt 38 And Lenola Rd | Moorestown | NJ | 08057 | United States |
| Sears, Roebuck and Co. | 45 Us Hwy #1 | New Brunswick | NJ | 08901 | United States |
| Sears, Roebuck and Co. | 585 From Rd | Paramus | NJ | 07652 | United States |
| Sears, Roebuck and Co. | Rt 80 & Mt Hpe Ave | Rockaway | NJ | 07866 | United States |
| Sears, Roebuck and Co. | 2100 Center Square Road, Suite 125 (Bldg. K) | Swedesboro | NJ | 08085 | United States |
| Sears, Roebuck and Co. | 117 N Delsea Dr | Vineland | NJ | 08360 | United States |
| Sears, Roebuck and Co. | 1324 Wyckoff Road | Wall Township | NJ | 07753 | United States |
| Sears, Roebuck and Co. | 1640 Route 22 | Watchung | NJ | 07069 | United States |
| Sears, Roebuck and Co. | 50 Route 46 | Wayne | NJ | 07470 | United States |
| Sears, Roebuck and Co. | 975 Bloomfield Ave Ste 2 | West Caldwell | NJ | 07006 | United States |
| Sears, Roebuck and Co. | 150 Woodbridge Ctr Ct | Woodbridge | NJ | 07095 | United States |
| Sears, Roebuck and Co. | 479 Green St | Woodbridge | NJ | 07095 | United States |
| Sears, Roebuck and Co. | 10129 Coors Blvd | Albuquerque | NM | 87114 | United States |
| Sears, Roebuck and Co. | 2811 N Prince St | Clovis | NM | 88101 | United States |
| Sears, Roebuck and Co. | 6600 Menaul Blvd Ne Ste 700 | Coronado | NM | 87110 | United States |
| Sears, Roebuck and Co. | 4601 E Main St | Farmington | NM | 87402 | United States |
| Sears, Roebuck and Co. | 700 S Telshor Blvd | Las Cruces | NM | 88011 | United States |
| Sears, Roebuck and Co. | 4250 Cerrillos Rd | Santa Fe | NM | 87592 | United States |
| Sears, Roebuck and Co. | 4250 Cerrillos Rd | Santa Fe | NM | 87507 | United States |
| Sears, Roebuck and Co. | 1245 W Warm Springs Rd | Henderson | NV | 89014 | United States |
| Sears, Roebuck and Co. | 1511 W SUNSET RD | Henderson | NV | 89014 | United States |
| Sears, Roebuck and Co. | 3450 S Maryland Pkwy | Las Vegas | NV | 89109 | United States |
| Sears, Roebuck and Co. | 4000 Meadows Lane | Las Vegas | NV | 89107 | United States |

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| Sears, Roebuck and Co. | 4320 N Lamb Blvd; Bldg 1 Ste 500 | Las Vegas | NV | 89115 | United States |
| Sears, Roebuck and Co. | 4355 Grand Canyon Dr | Las Vegas | NV | 89147 | United States |
| Sears, Roebuck and Co. | 5405 Meadowood Mall Cir | Reno | NV | 89502 | United States |
| Sears, Roebuck and Co. | 350 Glendale Ave | Sparks | NV | 89431 | United States |
| Sears, Roebuck and Co. | 1435 NIAGARA FALLS BLVD | Amherst | NY | 14228 | United States |
| Sears, Roebuck and Co. | 4130 Mckinley Pkwy | Blasdell | NY | 14219 | United States |
| Sears, Roebuck and Co. | 4720 3Rd Ave | Bronx | NY | 10458 | United States |
| Sears, Roebuck and Co. | 2307 Beverley Rd | Brooklyn | NY | 11226 | United States |
| Sears, Roebuck and Co. | 2359 Bedford Ave | Brooklyn | NY | 11226 | United States |
| Sears, Roebuck and Co. | 3701 Mckinley Pkwy | Buffalo | NY | 14219 | United States |
| Sears, Roebuck and Co. | 2000 Walden Ave | Cheektowaga | NY | 14225 | United States |
| Sears, Roebuck and Co. | 60 Industrial Parkway | Cheektowaga | NY | 14227 | United States |
| Sears, Roebuck and Co. | 7 Galleria Dr--2000 Walden Ave | Cheektowaga | NY | 14225 | United States |
| Sears, Roebuck and Co. | Great Northern Mall-4155 State Rt 31 | Clay | NY | 13041 | United States |
| Sears, Roebuck and Co. | 131-08 20Th Ave | College Point | NY | 11356 | United States |
| Sears, Roebuck and Co. | Hntngton Sq MI--4000 E Jericho | E Northport | NY | 11731 | United States |
| Sears, Roebuck and Co. | Aviation Rd | Glens Falls | NY | 12804 | United States |
| Sears, Roebuck and Co. | Aviation Rd | Glens Falls | NY | 12801 | United States |
| Sears, Roebuck and Co. | 950 Elm Ridge Ctr Dr | Greece | NY | 14626 | United States |
| Sears, Roebuck and Co. | 576 Jefferson Blvd | Henrietta | NY | 14623 | United States |
| Sears, Roebuck and Co. | 195 N Broadway | Hicksville | NY | 11801 | United States |
| Sears, Roebuck and Co. | 3300 Chambers Rd S-Arnot Mall | Horseheads | NY | 14845 | United States |
| Sears, Roebuck and Co. | 3300 Chambers Rd | Horseheads | NY | 14845 | United States |

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| Sears, Roebuck and Co. | Oakdale MI-Rt 17 Expy Exit 70 | Johnson City | NY | 13790 | United States |
| Sears, Roebuck and Co. | 4 Smith Haven Mall | Lake Grove | NY | 11755 | United States |
| Sears, Roebuck and Co. | 4 Smith-Haven Mall | Lake Grove | NY | 11755 | United States |
| Sears, Roebuck and Co. | Rt 394 & Hunt Blvd | Lakewood | NY | 14750 | United States |
| Sears, Roebuck and Co. | Rte 394 And Mall Blvd | Lakewood | NY | 14750 | United States |
| Sears, Roebuck and Co. | 34 Carmans Rd | Massapequa | NY | 11758 | United States |
| Sears, Roebuck and Co. | 800 Sunrise Mall | Massapequa | NY | 11758 | United States |
| Sears, Roebuck and Co. | 1 N Galleria Dr Ste 144 | Middletown | NY | 10941 | United States |
| Sears, Roebuck and Co. | Galleria MI/1Galleria - Ste 144 | Middletown | NY | 10940 | United States |
| Sears, Roebuck and Co. | 100 W Rt 59 | Nanuet | NY | 10954 | United States |
| Sears, Roebuck and Co. | 75 W Route 59 Ste 100 | Nanuet | NY | 10954 | United States |
| Sears, Roebuck and Co. | 1400 Union Tpke | New Hyde Park | NY | 11040 | United States |
| Sears, Roebuck and Co. | 1401 Route 300 | Newburgh | NY | 12550 | United States |
| Sears, Roebuck and Co. | 1401 Rt 300 | Newburgh | NY | 12550 | United States |
| Sears, Roebuck and Co. | 60 Smithfield Blvd | Plattsburgh | NY | 12901 | United States |
| Sears, Roebuck and Co. | 2001 South Rd | Poughkeepsie | NY | 12601 | United States |
| Sears, Roebuck and Co. | 792 South Rd | Poughkeepsie | NY | 12601 | United States |
| Sears, Roebuck and Co. | 10 Miracle Mile Dr | Rochester | NY | 14623 | United States |
| Sears, Roebuck and Co. | 2213 Brighton Henrietta (Town Line Rd) | Rochester | NY | 14623 | United States |
| Sears, Roebuck and Co. | 317 Greece Ridge Center Dr | Rochester | NY | 14626 | United States |
| Sears, Roebuck and Co. | Jefferson & W Henrietta/Mkt Pl | Rochester | NY | 14623 | United States |
| Sears, Roebuck and Co. | 93 W Campbell Rd | Rotterdam | NY | 12306 | United States |
| Sears, Roebuck and Co. | 3065 Route 50 | Saratoga | NY | 12866 | United States |

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| Sears, Roebuck and Co. | 417 Louden Rd/Saratoga Mall | Saratoga Spgs | NY | 12866 | United States |
| Sears, Roebuck and Co. | 171 Delaware Ave | Sidney | NY | 13838 | United States |
| Sears, Roebuck and Co. | 283 Platinum Ave | Staten Island | NY | 10314 | United States |
| Sears, Roebuck and Co. | 1150 Sunrise Hwy | Valley Stream | NY | 11581 | United States |
| Sears, Roebuck and Co. | 1150 Sunrise Hwy-Green Acres | Valley Stream | NY | 11580 | United States |
| Sears, Roebuck and Co. | 200 Eastview Mall | Victor | NY | 14564 | United States |
| Sears, Roebuck and Co. | 21182 Salmon Run MI Loop West | Watertown | NY | 13601 | United States |
| Sears, Roebuck and Co. | I-81 & Arsenal Rt 3 | Watertown | NY | 13601 | United States |
| Sears, Roebuck and Co. | 4545 Transit Rd | Williamsville | NY | 14221 | United States |
| Sears, Roebuck and Co. | 6705 Transit Rd | Williamsville | NY | 14221 | United States |
| Sears, Roebuck and Co. | Rte 87(Ny St) & Cross Ct Pkwy | Yonkers | NY | 10704 | United States |
| Sears, Roebuck and Co. | 600 Lee Blvd | Yorktown | NY | 10598 | United States |
| Sears, Roebuck and Co. | #10 Chapel Hill Mall | Akron | OH | 44310 | United States |
| Sears, Roebuck and Co. | 5760 Interstate Blvd W | Austintown | OH | 44515 | United States |
| Sears, Roebuck and Co. | 2727 Fairfield Commons | Beavercreek | OH | 45431 | United States |
| Sears, Roebuck and Co. | 4100 Belden Village Mall | Canton | OH | 44718 | United States |
| Sears, Roebuck and Co. | 1075 N Bridge St | Chillicothe | OH | 45601 | United States |
| Sears, Roebuck and Co. | 1075 N Bridge-Chillicothe Mall | Chillicothe | OH | 45601 | United States |
| Sears, Roebuck and Co. | 6000 Creek Rd | Cincinnati | OH | 45242 | United States |
| Sears, Roebuck and Co. | 9505 Colerain Ave/Northgate MI | Cincinnati | OH | 45251 | United States |
| Sears, Roebuck and Co. | 5178 Pearl Brook Road; Unit 8 And 9 | Cleveland | OH | 44129 | United States |
| Sears, Roebuck and Co. | 1400 Polaris Pkwy | Columbus | OH | 43240 | United States |
| Sears, Roebuck and Co. | 2560 Miamisburg-Centerville E | Dayton | OH | 45459 | United States |

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| Sears, Roebuck and Co. | 1500 N Clinton St | Defiance | OH | 43512 | United States |
| Sears, Roebuck and Co. | 771 S 30Th St | Heath | OH | 43056 | United States |
| Sears, Roebuck and Co. | 1701 River Valley Circle S | Lancaster | OH | 43130 | United States |
| Sears, Roebuck and Co. | 1701 River Vally Circle S | Lancaster | OH | 43130 | United States |
| Sears, Roebuck and Co. | 100 Lima Mall | Lima | OH | 45805 | United States |
| Sears, Roebuck and Co. | 100 Lima Mall-2400 Elida Rd | Lima | OH | 45805 | United States |
| Sears, Roebuck and Co. | 627 Richland Mall | Mansfield | OH | 44906 | United States |
| Sears, Roebuck and Co. | 1377 Marion Waldo Rd | Marion | OH | 43302 | United States |
| Sears, Roebuck and Co. | 7875 Johnnycake Ridge Rd | Mentor | OH | 44060 | United States |
| Sears, Roebuck and Co. | 6950 W 130Th St | Middlebrg Hts | OH | 44130 | United States |
| Sears, Roebuck and Co. | 5320 Youngstown Rd | Niles | OH | 44446 | United States |
| Sears, Roebuck and Co. | 5320 Youngstown Rd-Eastwood MI | Niles | OH | 44446 | United States |
| SEARS, ROEBUCK AND CO. | 26662 Brookpark Rd Extension | North Olmsted | OH | 44070 | United States |
| Sears, Roebuck and Co. | 5000 Great Northern Blvd | North Olmsted | OH | 44070 | United States |
| Sears, Roebuck and Co. | 9505 Colerain Ave | Northgate | OH | 45251 | United States |
| Sears, Roebuck and Co. | 987 E Ash St Ste 170 | Piqua | OH | 45356 | United States |
| Sears, Roebuck and Co. | 987 E Ash St-Ste 170-Miami Vly | Piqua | OH | 45356 | United States |
| Sears, Roebuck and Co. | Upper Vly MI-1475 Upper Vly Pk | Springfield | OH | 45504 | United States |
| Sears, Roebuck and Co. | 67800 Mall Ring Rd | St Clairsville | OH | 43950 | United States |
| Sears, Roebuck and Co. | Banfield Rd & I-70 | St Clairsville | OH | 43950 | United States |
| Sears, Roebuck and Co. | 3408 W Central Ave | Toledo | OH | 43606 | United States |
| Sears, Roebuck and Co. | 3725 Williston Rd | Toledo | OH | 43619 | United States |
| Sears, Roebuck and Co. | 7401 Market St | Youngstown | OH | 44512 | United States |

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| Sears, Roebuck and Co. | 416 Se F Ave | Lawton | OK | 73501 | United States |
| Sears, Roebuck and Co. | 3201 W Main St/Sooner Mall | Norman | OK | 73072 | United States |
| Sears, Roebuck and Co. | 1425 S Central | Oklahoma City | OK | 73129 | United States |
| Sears, Roebuck and Co. | 1825 N Walnut St | Oklahoma City | OK | 73105 | United States |
| Sears, Roebuck and Co. | 4400 S Western Ave | Oklahoma City | OK | 73109 | United States |
| Sears, Roebuck and Co. | 1901 S Yale Ave | Tulsa | OK | 74112 | United States |
| Sears, Roebuck and Co. | 6929 S Memorial | Tulsa | OK | 74133 | United States |
| Sears, Roebuck and Co. | 6929 S Memorial Dr | Tulsa Woodland Hls | OK | 74133 | United States |
| Sears, Roebuck and Co. | 14658 Se 82Nd Dr | Clackamas | OR | 97015 | United States |
| Sears, Roebuck and Co. | 1260 Lloyd Ctr | Lloyd | OR | 97232 | United States |
| Sears, Roebuck and Co. | 501 Medford Ctr | Medford | OR | 97504 | United States |
| Sears, Roebuck and Co. | 501 Medford S/C | Medford | OR | 97504 | United States |
| Sears, Roebuck and Co. | 12402 Ne Marx Street | Portland | OR | 97230 | United States |
| Sears, Roebuck and Co. | 9800 Sw Washington Square Rd | Portland | OR | 97223 | United States |
| Sears, Roebuck and Co. | 1375 Woodrow St Ne | Salem | OR | 97301 | United States |
| Sears, Roebuck and Co. | 955 Lancaster Dr Ne | Salem | OR | 97301 | United States |
| Sears, Roebuck and Co. | 827 Lancaster Dr Ne | Salem(Lancaster) | OR | 97301 | United States |
| Sears, Roebuck and Co. | 5580 Goods Lane Suite 1005 | Altoona | PA | 16602 | United States |
| Sears, Roebuck and Co. | 700 N Third Avenue | Altoona | PA | 16601 | United States |
| Sears, Roebuck and Co. | Logan Vly Mall-5580 Goods Lane Suite 1005 | Altoona | PA | 16602 | United States |
| Sears, Roebuck and Co. | 100 Neshaminy Mall | Bensalem | PA | 19020 | United States |
| Sears, Roebuck and Co. | 680 S Hills Vlg | Bethal Park | PA | 15102 | United States |
| Sears, Roebuck and Co. | 300 Bursca Drive; Suite 303 | Bridgeville | PA | 15017 | United States |

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| Sears, Roebuck and Co. | 3595 Capital City Mall | Camp Hill | PA | 17011 | United States |
| Sears, Roebuck and Co. | Rt 257 & Rt 322 Cranberry Mall | Cranberry | PA | 16319 | United States |
| Sears, Roebuck and Co. | 690 Shaffer Rd | Du Bois | PA | 15801 | United States |
| Sears, Roebuck and Co. | 5522 Shaffer Rd Ste 129 | Dubois | PA | 15801 | United States |
| Sears, Roebuck and Co. | 222 Exton Square Mall | Exton | PA | 19341 | United States |
| Sears, Roebuck and Co. | 435 Exton Square Pkwy | Exton | PA | 19341 | United States |
| Sears, Roebuck and Co. | 5256 Route 30 | Greensburg | PA | 15601 | United States |
| Sears, Roebuck and Co. | 970 E Pittsburgh - Westmoreland | Greensburg | PA | 15601 | United States |
| Sears, Roebuck and Co. | 4600 Jonestown Rd | Harrisburg | PA | 17109 | United States |
| Sears, Roebuck and Co. | 4600 Jonestown-Colonial Pk MI | Harrisburg | PA | 17109 | United States |
| Sears, Roebuck and Co. | 3235 E State-Shennango Vly MI | Hermitage | PA | 16148 | United States |
| Sears, Roebuck and Co. | 2334 Oakland Ave Ste 1 | Indiana | PA | 15701 | United States |
| Sears, Roebuck and Co. | 2334 Oakland Ste#1-Indiana MI | Indiana | PA | 15701 | United States |
| Sears, Roebuck and Co. | 817 E Baltimore Pike | Kennett Sq | PA | 19348 | United States |
| Sears, Roebuck and Co. | 200 Park City Ctr | Lancaster | PA | 17601 | United States |
| Sears, Roebuck and Co. | 805 Plaza Blvd | Lancaster | PA | 17601 | United States |
| Sears, Roebuck and Co. | 2300 E Lincoln Hwy | Oxford Valley | PA | 19047 | United States |
| Sears, Roebuck and Co. | 1067 W Baltimore Pike | Media | PA | 19063 | United States |
| Sears, Roebuck and Co. | 300 Lycoming Mall Cir Ste 100 | Muncy | PA | 17756 | United States |
| Sears, Roebuck and Co. | 2500 W State St Union Plz | New Castle | PA | 16101 | United States |
| Sears, Roebuck and Co. | 400 NORTH 115 EAST | Norristown | PA | 84321 | United States |
| Sears, Roebuck and Co. | 600 Montgomery Mall | North Wales | PA | 19454 | United States |
| Sears, Roebuck and Co. | 300 Lycoming Mall Rd | Pennsdale | PA | 17756 | United States |

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| Sears, Roebuck and Co. | 1500 Robinson Center Dr | Pittsburgh | PA | 15205 | United States |
| Sears, Roebuck and Co. | Warren St Bypass & Bern Rd | Reading | PA | 19610 | United States |
| Sears, Roebuck and Co. | 477 N Lewis Rd | Royersford | PA | 19468 | United States |
| Sears, Roebuck and Co. | Rt 11 And 15 | Selinsgrove | PA | 17870 | United States |
| Sears, Roebuck and Co. | Susquehanna Valley Mall | Selinsgrove | PA | 17870 | United States |
| Sears, Roebuck and Co. | 3245 E State St | Sharon | PA | 16148 | United States |
| Sears, Roebuck and Co. | 183 Shiloh Rd | State College | PA | 16801 | United States |
| Sears, Roebuck and Co. | 2999 E College Ave | State College | PA | 16801 | United States |
| Sears, Roebuck and Co. | 344 Stroud Mall | Stroudsburg | PA | 18360 | United States |
| Sears, Roebuck and Co. | 344 Stroud Mall Suite 600 | Stroudsburg | PA | 18360 | United States |
| Sears, Roebuck and Co. | 1500 Mall Run Rd | Uniontown | PA | 15401 | United States |
| Sears, Roebuck and Co. | 1500 W Main St Union Town Mall | Uniontown | PA | 15401 | United States |
| Sears, Roebuck and Co. | 400 North Best Avenue | Walnutport | PA | 18088 | United States |
| Sears, Roebuck and Co. | 1500 W Chestnut St | Washington | PA | 15301 | United States |
| Sears, Roebuck and Co. | 1259 Whitehall Mall | Whitehall | PA | 18052 | United States |
| Sears, Roebuck and Co. | 1519 Whitehall Mall | Whitehall | PA | 18052 | United States |
| Sears, Roebuck and Co. | 88 Wyoming Valley Mall | Wilkes Barre | PA | 18711 | United States |
| Sears, Roebuck and Co. | Wyoming Vly Vall/Rt 115 | Wilkes Barre | PA | 18711 | United States |
| Sears, Roebuck and Co. | 2500 W Moreland Rd | Willow Grove | PA | 19090 | United States |
| Sears, Roebuck and Co. | 2550 Moreland Rd/Willow Gr MI | Willow Grove | PA | 19090 | United States |
| Sears, Roebuck and Co. | 5 Galleria Mall(Whiteford Rd) | York | PA | 17402 | United States |
| Sears, Roebuck and Co. | Interstate PR-2 Santa Rosa Mall | Bayamon | PR | 00959 | United States |
| Sears, Roebuck and Co. | 975 Hostos Ave Ste 110 Mall | Mayaguez | PR | 00680 | United States |

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| Sears, Roebuck and Co. | Ponce By Pass Ste 135 | Ponce | PR | 00731 | United States |
| Sears, Roebuck and Co. | Plaza Las Americas | San Juan | PR | 00918 | United States |
| Sears, Roebuck and Co. | 1500 Diamond Hill Rd | Woonsocket | RI | 02895 | United States |
| Sears, Roebuck and Co. | 2068 Sam Rittenburg-Citadel MI | Charleston | SC | 29407 | United States |
| Sears, Roebuck and Co. | 205 Mcleod Dr | Columbia | SC | 29203 | United States |
| Sears, Roebuck and Co. | 7201 Two Notch Rd | Columbia | SC | 29223 | United States |
| Sears, Roebuck and Co. | 7201 Two Notch Rd #300 | Columbia | SC | 29223 | United States |
| Sears, Roebuck and Co. | 2701 David H Mcleod Blvd | Florence | SC | 29501 | United States |
| Sears, Roebuck and Co. | 2701 W David Mcleod Blvd | Florence | SC | 29501 | United States |
| Sears, Roebuck and Co. | 700 Haywood Rd | Greenville | SC | 29607 | United States |
| Sears, Roebuck and Co. | 1100 Coastal Grand Circle | Myrtle Beach | SC | 29577 | United States |
| Sears, Roebuck and Co. | 1200 Coastal Grand Circle | Myrtle Beach | SC | 29577 | United States |
| Sears, Roebuck and Co. | 7801 Rivers Ave | N Charleston | SC | 29406 | United States |
| Sears, Roebuck and Co. | 2197 Dave Lyle Blvd | Rock Hill | SC | 29730 | United States |
| Sears, Roebuck and Co. | Rushmore Mall-2200 N Maple Ave | Rapid City | SD | 57701 | United States |
| Sears, Roebuck and Co. | 8024 Stage Hills Blvd | Bartlett | TN | 38133 | United States |
| Sears, Roebuck and Co. | 2100 Hamilton Place Blvd | Chattanooga | TN | 37421 | United States |
| Sears, Roebuck and Co. | 401 Northgate Mall | Chattanooga | TN | 37415 | United States |
| Sears, Roebuck and Co. | 6300 Enterprise Park Dr; Ste A | Chattanooga | TN | 37416 | United States |
| Sears, Roebuck and Co. | 2801 Wilma Rudolph Blvd | Clarksville | TN | 37040 | United States |
| Sears, Roebuck and Co. | 377 W Jackson St Ste 8 | Cookeville | TN | 38501 | United States |
| Sears, Roebuck and Co. | 1000 Rivergate Pkwy | Goodlettsville | TN | 37072 | United States |
| Sears, Roebuck and Co. | 1000 Two Mile Pkwy | Goodlettsvl | TN | 37072 | United States |

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| Sears, Roebuck and Co. | 2021 N Highland Ave | Jackson | TN | 38305 | United States |
| Sears, Roebuck and Co. | 2011 N Roan St | Johnson City | TN | 37601 | United States |
| Sears, Roebuck and Co. | 2101 Fort Henry Dr | Kingsport | TN | 37664 | United States |
| Sears, Roebuck and Co. | 2101 Ft Henry Dr | Kingsport | TN | 37664 | United States |
| Sears, Roebuck and Co. | 3000 E Mall Rd | Knoxville | TN | 37924 | United States |
| Sears, Roebuck and Co. | 7600-H Kingston Pk- West Town M | Knoxville | TN | 37919 | United States |
| Sears, Roebuck and Co. | 437 Sanford Rd | Lavergne | TN | 37086 | United States |
| Sears, Roebuck and Co. | 198 Foothills Mall | Maryville | TN | 37801 | United States |
| Sears, Roebuck and Co. | 1175 E Shelby Dr | Memphis | TN | 38116 | United States |
| Sears, Roebuck and Co. | 8355 Hwy 64 | Memphis | TN | 38133 | United States |
| Sears, Roebuck and Co. | 1200 Southland Mall | Memphis | TN | 38116 | United States |
| Sears, Roebuck and Co. | 1720 Old Fort Pkwy | Murfreesboro | TN | 37129 | United States |
| Sears, Roebuck and Co. | 640 Thompson Lane | Nashville | TN | 37204 | United States |
| Sears, Roebuck and Co. | 7600H Kingston Pike | West Town | TN | 37919 | United States |
| Sears, Roebuck and Co. | 4310 Buffalo Gap Rd | Abilene | TX | 79606 | United States |
| Sears, Roebuck and Co. | 7701 W I-40 | Amarillo | TX | 79121 | United States |
| Sears, Roebuck and Co. | 3871 S Cooper- Arlington Pks Ml | Arlington | TX | 76015 | United States |
| Sears, Roebuck and Co. | 1000 E 41St | Austin | TX | 78751 | United States |
| Sears, Roebuck and Co. | 1000 E 41St St | Austin | TX | 78751 | United States |
| Sears, Roebuck and Co. | 2901 Capitol Of Tx Hwy S | Austin | TX | 78746 | United States |
| Sears, Roebuck and Co. | 2901 S Capitol Of Texas Hwy | Austin | TX | 78746 | United States |
| Sears, Roebuck and Co. | 1000 San Jacinto Mall | Baytown | TX | 77521 | United States |
| Sears, Roebuck and Co. | 6461 Eastex Fwy | Beaumont | TX | 77706 | United States |

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| Sears, Roebuck and Co. | 2320 North Expwy | Brownsville | TX | 78521 | United States |
| Sears, Roebuck and Co. | 1500 E Holleman St | College Sta | TX | 77840 | United States |
| Sears, Roebuck and Co. | 1502 Harvey Rd | College Sta | TX | 77840 | United States |
| Sears, Roebuck and Co. | 1305 Airline Dr-Sunrise Mall | Corpus Chrsti | TX | 78412 | United States |
| Sears, Roebuck and Co. | 1660 S Padre Island | Crp Christi | TX | 78416 | United States |
| Sears, Roebuck and Co. | 2270 Valley View Ln | Dallas | TX | 75234 | United States |
| Sears, Roebuck and Co. | 3450 W Camp Wisdom Rd | Dallas | TX | 75237 | United States |
| Sears, Roebuck and Co. | 1000 West Fm 517 | Dickinson | TX | 77539 | United States |
| Sears, Roebuck and Co. | 8401 Gateway W-Cielo Vista MI | El Paso | TX | 79925 | United States |
| Sears, Roebuck and Co. | 5000 Alpha Rd | Farmers Brnch | TX | 75244 | United States |
| Sears, Roebuck and Co. | 4950 S Hulen St | Fort Worth | TX | 76132 | United States |
| Sears, Roebuck and Co. | 5001 N Beach St | Fort Worth | TX | 76137 | United States |
| Sears, Roebuck and Co. | 300 Baybrook Mall | Friendswood | TX | 77546 | United States |
| Sears, Roebuck and Co. | 2605 Preston Rd | Frisco | TX | 75034 | United States |
| Sears, Roebuck and Co. | 2605B Preston Rd-Stonebriar MI | Frisco | TX | 75034 | United States |
| Sears, Roebuck and Co. | 1800 Green Oaks Rd | Ft Worth | TX | 76116 | United States |
| Sears, Roebuck and Co. | 11293 Fuqua St | Fuqua Rd | TX | 77089 | United States |
| Sears, Roebuck and Co. | 1501 Kings Rd | Garland | TX | 75042 | United States |
| Sears, Roebuck and Co. | 1617 Kings Rd | Garland | TX | 75042 | United States |
| Sears, Roebuck and Co. | 2002 S Expy 83 | Harlingen | TX | 78552 | United States |
| Sears, Roebuck and Co. | 16555 Park Row | Houston | TX | 77084 | United States |
| Sears, Roebuck and Co. | 3000 Willowbrook Mall | Houston | TX | 77070 | United States |
| Sears, Roebuck and Co. | 303 Memorial City Mall Ste 400 | Houston | TX | 77024 | United States |

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| Sears, Roebuck and Co. | 4000 N Shepherd Dr | Houston | TX | 77018 | United States |
| Sears, Roebuck and Co. | 4111 Fannin St | Houston | TX | 77004 | United States |
| Sears, Roebuck and Co. | 525 E Little York Rd | Houston | TX | 77076 | United States |
| Sears, Roebuck and Co. | 9570 Southwest Frwy | Houston | TX | 77074 | United States |
| Sears, Roebuck and Co. | 4201 Main St | Houston | TX | 77002 | United States |
| Sears, Roebuck and Co. | 20131 Hwy 59 - Deerbrook Mall | Humble | TX | 77338 | United States |
| Sears, Roebuck and Co. | 7000 Northeast Mall | Hurst | TX | 76053 | United States |
| Sears, Roebuck and Co. | 2000 Killeen Mall | Killeen | TX | 76543 | United States |
| Sears, Roebuck and Co. | 2100 South W S Young Dr | Killeen | TX | 76543 | United States |
| Sears, Roebuck and Co. | 5300 San Dario-Mall Del Norte | Laredo | TX | 78041 | United States |
| Sears, Roebuck and Co. | 3510 Mccann Rd | Longview | TX | 75601 | United States |
| Sears, Roebuck and Co. | 6002 Slide Rd | Lubbock | TX | 79414 | United States |
| Sears, Roebuck and Co. | 1308 Paul Ave | Lufkin | TX | 75901 | United States |
| Sears, Roebuck and Co. | 3701 North McColl | Mcallen | TX | 78503 | United States |
| Sears, Roebuck and Co. | 3000 Town East Blvd | Mesquite | TX | 75150 | United States |
| Sears, Roebuck and Co. | 4511 N Midkiff Rd Sp C | Midland | TX | 79703 | United States |
| Sears, Roebuck and Co. | Space C 4511 N Midkiff Rd | Midland | TX | 79705 | United States |
| Sears, Roebuck and Co. | 4101 E 42Nd St | Odessa | TX | 79762 | United States |
| Sears, Roebuck and Co. | 909 Pasadena Blvd | Pasadena | TX | 77506 | United States |
| Sears, Roebuck and Co. | 851 N Central Expwy | Plano | TX | 75075 | United States |
| Sears, Roebuck and Co. | 1 Central Mall | Port Arthur | TX | 77642 | United States |
| Sears, Roebuck and Co. | 201 S Plano Rd | Richardson | TX | 75081 | United States |
| Sears, Roebuck and Co. | 201 S Plano Rd-Richardson Sq M | Richardson | TX | 75081 | United States |

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| Sears, Roebuck and Co. | 1300 Louis Henna Blvd | Round Rock | TX | 78664 | United States |
| Sears, Roebuck and Co. | 4000 Sunset Mall | San Angelo | TX | 76904 | United States |
| Sears, Roebuck and Co. | 1560 CABLE RANCH RD | San Antonio | TX | 78245 | United States |
| Sears, Roebuck and Co. | 2310 Sw Military Dr | San Antonio | TX | 78224 | United States |
| Sears, Roebuck and Co. | 6301 Nw Loop 410 | San Antonio | TX | 78238 | United States |
| Sears, Roebuck and Co. | 6909 N Loop 1604 E | San Antonio | TX | 78247 | United States |
| Sears, Roebuck and Co. | 7353 Nw Loop 410 | San Antonio | TX | 78245 | United States |
| Sears, Roebuck and Co. | 7635 Ih 35 S | San Antonio | TX | 78224 | United States |
| Sears, Roebuck and Co. | 4550 Highway 6 | Sugarland | TX | 77478 | United States |
| Sears, Roebuck and Co. | #1 Central Mall | Texarkana | TX | 75503 | United States |
| Sears, Roebuck and Co. | 1 Central Mall | Texarkana | TX | 75503 | United States |
| Sears, Roebuck and Co. | 10000 Emmett F Lowry Expwy | Texas City | TX | 77591 | United States |
| Sears, Roebuck and Co. | 4701 S Broadway | Tyler | TX | 75703 | United States |
| Sears, Roebuck and Co. | 4701 S Broadway Ave | Tyler | TX | 75703 | United States |
| Sears, Roebuck and Co. | 7508 N Navarro St | Victoria | TX | 77904 | United States |
| Sears, Roebuck and Co. | 7508C N Navarro | Victoria | TX | 77904 | United States |
| Sears, Roebuck and Co. | 6001 W Waco Dr | Waco | TX | 76710 | United States |
| Sears, Roebuck and Co. | 1200 Towne Centre Blvd Spc C | Provo | UT | 84601 | United States |
| Sears, Roebuck and Co. | 1200 Towne Centre Blvd Ste T | Provo | UT | 84601 | United States |
| Sears, Roebuck and Co. | 175 W 1300 South | Salt Lake Cty | UT | 84115 | United States |
| Sears, Roebuck and Co. | 7453 S Plaza Ctr Dr | West Jordan | UT | 84088 | United States |
| Sears, Roebuck and Co. | 6001 Duke St | Alexandria | VA | 22304 | United States |
| Sears, Roebuck and Co. | 500 Gate City Hwy | Bristol | VA | 24201 | United States |

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|------------------------|---|-----------------|----|-------|---------------|
| Sears, Roebuck and Co. | Gate City Hwy | Bristol | VA | 24201 | United States |
| Sears, Roebuck and Co. | 1531Rio Rd E | Charlottesville | VA | 22901 | United States |
| Sears, Roebuck and Co. | Chrltsvl Fash Sq- 1531 E Rio Rd | Charlottesvl | VA | 22901 | United States |
| Sears, Roebuck and Co. | 11500 Midlothian Tpke | Chesterfield | VA | 23235 | United States |
| Sears, Roebuck and Co. | Colonial Hts #354. 114 South Park Cir | Colonial Hts | VA | 23834 | United States |
| Sears, Roebuck and Co. | 20990 Dulles Town Circle | Dulles | VA | 20166 | United States |
| Sears, Roebuck and Co. | 6211 Leesburg Pike | Falls Church | VA | 22044 | United States |
| Sears, Roebuck and Co. | 100 Spotsylvania Mall | Fredericksbrg | VA | 22407 | United States |
| Sears, Roebuck and Co. | 100 Spotsylvania Mall | Fredericksburg | VA | 22407 | United States |
| Sears, Roebuck and Co. | 10101 Brook Rd | Glen Allen | VA | 23059 | United States |
| Sears, Roebuck and Co. | Virginia Center #351. 10101 Brook Rd | Glen Allen | VA | 23060 | United States |
| Sears, Roebuck and Co. | 21000 Dulles Town Cir | Dulles | VA | 20166 | United States |
| Sears, Roebuck and Co. | 8200 Sudley Rd | Manassas | VA | 20109 | United States |
| Sears, Roebuck and Co. | 100 Newmarket Fair | Newport News | VA | 23605 | United States |
| Sears, Roebuck and Co. | 1400 N Parham Rd | Richmond | VA | 23229 | United States |
| Sears, Roebuck and Co. | Chesterfield Towne Ctr. 11500 Midlothian Turnpike | Richmond | VA | 23235 | United States |
| Sears, Roebuck and Co. | Regency #355. 1401 Parham Rd | Richmond | VA | 23229 | United States |
| Sears, Roebuck and Co. | 4812 Valley View Blvd (Mall) | Roanoke | VA | 24012 | United States |
| Sears, Roebuck and Co. | 4812 Valley View Blvd Ne | Roanoke | VA | 24012 | United States |
| Sears, Roebuck and Co. | 102 South Witchduck Rd | Virginia Beach | VA | 23462 | United States |
| Sears, Roebuck and Co. | 1850 Apple Blossom Dr | Winchester | VA | 22601 | United States |
| Sears, Roebuck and Co. | 155 Dorest St | Burlington | VT | 05403 | United States |
| Sears, Roebuck and Co. | 225 Dorset St- University Mall | S Burlington | VT | 05403 | United States |

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|------------------------|-----------------------------------|------------------|----|-------|---------------|
| Sears, Roebuck and Co. | 1219 S Boone St | Aberdeen | WA | 98520 | United States |
| Sears, Roebuck and Co. | 15711 Aurora Ave N | Aurora | WA | 98133 | United States |
| Sears, Roebuck and Co. | 333 FAIR ST | Chehalis | WA | 98531 | United States |
| Sears, Roebuck and Co. | 7Th & Railroad | E Wenatchee | WA | 98802 | United States |
| Sears, Roebuck and Co. | 1302 Se Everett Mall Way | Everett | WA | 98208 | United States |
| Sears, Roebuck and Co. | 1701 S 320Th St | Federal Way | WA | 98023 | United States |
| Sears, Roebuck and Co. | 455 Columbia Ctr | Kennewick | WA | 99336 | United States |
| Sears, Roebuck and Co. | 1321 N Columbia Center Blvd | Kennewick(Pasco) | WA | 99336 | United States |
| Sears, Roebuck and Co. | 6250 S. 196Th Street | Kent | WA | 98032 | United States |
| Sears, Roebuck and Co. | 651 Sleater Kinney Se #1300 | Lacey | WA | 98503 | United States |
| Sears, Roebuck and Co. | 18600 Alderwood Mall Pkwy | Lynnwood | WA | 98037 | United States |
| Sears, Roebuck and Co. | 3500 S Meridian Ste 900 | Puyallup | WA | 98373 | United States |
| Sears, Roebuck and Co. | 3500 S Meridian Ste 900 | Puyallup | WA | 98373 | United States |
| Sears, Roebuck and Co. | 2200 148Th Ave Ne | Redmond | WA | 98052 | United States |
| Sears, Roebuck and Co. | 1661 B Fowler St | Richland | WA | 99352 | United States |
| Sears, Roebuck and Co. | 4786 First Ave S | Seattle | WA | 98134 | United States |
| Sears, Roebuck and Co. | 701 5th Ave | Seattle | WA | 98104 | United States |
| Sears, Roebuck and Co. | 701 N 160Th | Shoreline | WA | 98133 | United States |
| Sears, Roebuck and Co. | Kitsap MI-10315 Silverdale Nw | Silverdale | WA | 98383 | United States |
| Sears, Roebuck and Co. | 12310 Mirabeau Parkway; Suite 500 | Spokane | WA | 99216 | United States |
| Sears, Roebuck and Co. | 14700 E Indiana Ave | Spokane | WA | 99216 | United States |
| Sears, Roebuck and Co. | 7005 N Division St | Spokane | WA | 99207 | United States |
| Sears, Roebuck and Co. | 9 E Valley Mall Blvd | Union Gap | WA | 98903 | United States |

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|------------------------|---------------------------------|---------------|----|-------|---------------|
| Sears, Roebuck and Co. | 8800 Ne Vancouver Mall Dr | Vancouver | WA | 98662 | United States |
| Sears, Roebuck and Co. | 4301 W Wisconsin Ave | Appleton | WI | 54913 | United States |
| Sears, Roebuck and Co. | Fox River Mall-4301 W Wisc Ave | Appleton | WI | 54915 | United States |
| Sears, Roebuck and Co. | 115 S Moorland Rd | Brookfield | WI | 53005 | United States |
| Sears, Roebuck and Co. | 4720 Golf Rd | Eau Claire | WI | 54701 | United States |
| Sears, Roebuck and Co. | 4722 Golf Rd | Eau Claire | WI | 54701 | United States |
| Sears, Roebuck and Co. | 757 W Johnson St | Fond Du Lac | WI | 54935 | United States |
| Sears, Roebuck and Co. | 5200 S 76Th St | Greendale | WI | 53129 | United States |
| Sears, Roebuck and Co. | 1915 Holiday Drive | Janesville | WI | 53545 | United States |
| Sears, Roebuck and Co. | 2500 Milton Ave | Janesville | WI | 53545 | United States |
| Sears, Roebuck and Co. | 3920 Kennedy Rd | Janesville | WI | 53545 | United States |
| Sears, Roebuck and Co. | 7630 Pershing Blvd | Kenosha | WI | 53142 | United States |
| Sears, Roebuck and Co. | 4200 Us Hwy 16 | La Crosse | WI | 54601 | United States |
| Sears, Roebuck and Co. | 4200 Us Hwy 16 - Valley View MI | La Crosse | WI | 54601 | United States |
| Sears, Roebuck and Co. | 43 East Towne Mall | Madison | WI | 53704 | United States |
| Sears, Roebuck and Co. | 522 S Gammon Rd | Madison | WI | 53719 | United States |
| Sears, Roebuck and Co. | 43 East Towne Mall C | Madison-East | WI | 53704 | United States |
| Sears, Roebuck and Co. | 16255-16351 W LINCOLN AVE | New Berlin | WI | 53151 | United States |
| Sears, Roebuck and Co. | 100 Huntington Mall | Barboursville | WV | 25504 | United States |
| Sears, Roebuck and Co. | 100 Huntington Mall Rd | Barboursville | WV | 25504 | United States |
| Sears, Roebuck and Co. | 225 Meadowbrook Mall | Bridgeport | WV | 26330 | United States |
| Sears, Roebuck and Co. | 225 Meadowbrook Rd | Bridgeport | WV | 26330 | United States |
| Sears, Roebuck and Co. | 200 Quarrier St | Charleston | WV | 25301 | United States |

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|--|--|------------------|----|-------|------------------|
| Sears, Roebuck and Co. | Crossroads Mall- State Hwy #16 | Mt Hope | WV | 25880 | United States |
| Sears, Roebuck and Co. | 100 Crossroads Mall | Mt Hope | WV | 25880 | United States |
| Sears, Roebuck and Co. | 500 Grand Central Ave | Parkersburg | WV | 26105 | United States |
| Sears, Roebuck and Co. | 500 Grand Central Mall | Parkersburg | WV | 26101 | United States |
| Sears, Roebuck and Co. | 9520 Mall Rd- Morgantown Mall | Westover | WV | 26505 | United States |
| Sears, Roebuck and Co. | 9520 Mall Rd | Westover | WV | 26501 | United States |
| Sears, Roebuck and Co. | 701 Se Wyoming Blvd | Casper | WY | 82609 | United States |
| Sears, Roebuck De Puerto Rico, Inc. | LOT #2 OF HATO TEJAS INDUSTRIAL PARK | Bayamon | PR | 00961 | United States |
| Sears, Roebuck De Puerto Rico, Inc. | Carr Rt #1 - Km 106 | Cayey | PR | 00736 | United States |
| Sears, Roebuck De Puerto Rico, Inc. | Kmart 7446 / Cross Merch | Cayey | PR | 00736 | United States |
| Sears, Roebuck De Puerto Rico, Inc. | Road 3 Km.L34.7 | Guayama | PR | 00784 | United States |
| Sears, Roebuck De Puerto Rico, Inc. | 506 Calle Truncado | Hatillo(Arecibo) | PR | 00659 | United States |
| Sears, Roebuck De Puerto Rico, Inc. | Ave F D Roosevelt | Hato Rey | PR | 00918 | United States |
| Sears, Roebuck De Puerto Rico, Inc. | Plz Las Americas Mall | Hato Rey | PR | 00918 | United States |
| Sears, Roebuck De Puerto Rico, Inc. | State Rd 149&State Rd 584 | Juana Diaz | PR | 00795 | United States |
| Sears, Roebuck De Puerto Rico, Inc. | State Rd 149&State Rd 584 | Juana Diaz | PR | 00795 | United States |
| Sears, Roebuck De Puerto Rico, Inc. | 975 Ave Hostos Ste 2120 | Mayaguez | PR | 00680 | United States |
| Sears, Roebuck De Puerto Rico, Inc. | Carr #176 Km 0.5; Gpo Box 70209 | Rio Piedras | PR | 00926 | United States |
| Sears, Roebuck De Puerto Rico, Inc. | Road #176 Km 0.5 Cupey Bajo | Rio Piedras | PR | 00926 | United States |
| Sears, Roebuck De Puerto Rico, Inc. | Carr 2, Estatal, Plaza Caribe Mall | Vega Alta | PR | 00692 | United States |
| Sears, Roebuck De Puerto Rico, Inc. | Sr 128 @ Sr 2 Km 0.5 | Yauco | PR | 00698 | United States |

Schedule 8

Location of Debtors' Assets, Books, and Records

Pursuant to Local Rule 1007-2(a)(10), the following lists the locations of the Debtors' substantial assets, the location of their books and records, and the nature, location, and value of any assets held by the Debtors outside the territorial limits of the United States.

Location of Debtors' Substantial Assets

As of August 4, 2018, the Debtors had assets of approximately \$6.937 billion, as provided in Schedule 4, with substantial assets in every state.

Books and Records

The Debtors' books and records are located at 3333 Beverly Road, Hoffman Estates, IL 60179.

Debtors' Assets Outside the United States

The Debtors do not have significant assets located outside of the territorial limits of the United States; however, in the ordinary course of business, on any given day, the Debtors may own title to goods and merchandise that is in transit to the United States from locations outside the territorial limits. Such goods only remain outside the United States for the duration of shipping and transport. Because of the constant movement of this property, providing a comprehensive list of such goods and merchandise would be impractical.

Schedule 9

Litigation

Pursuant to Local Rule 1007-2(a)(11), to the best of the Debtors' knowledge, belief, and understanding, there are no actions or proceedings pending or threatened against the Debtors or their property, as of the Commencement Date, where a judgment against the Debtors or a seizure of their property may be imminent.

Schedule 10

Senior Management

Pursuant to Local Rule 1007-2(a)(12), the following provides the names of the individuals who comprise the Debtors' existing senior management, a description of their tenure with the Debtors, and a brief summary of their relevant responsibilities and experience.

| Name & Position | Responsibilities & Experience |
|---|--|
| Robert A. Riecker <i>Chief Financial Officer</i> | Mr. Riecker was appointed to his current position in April 2017, and had served as Controller and Head of Capital Markets Activities since October 2016. He joined the Company as Assistant Controller in October 2005 and served as Vice President and Assistant Controller from May 2007 to October 2011. From October 2011 until his election as Vice President, Controller and Chief Accounting Officer in January 2012, he served as the Company's Vice President, Internal Audit. |
| J. Mitchell Bowling <i>Chief Executive Officer, Sears Home Services</i> | Mr. Bowling joined the Company in November 2017 as Chief Executive Officer, Sears Home Services. Prior to joining the Company, he served as Senior Vice President and Chief Operating Officer of Apollo Education Group, a leading provider of higher education for working adults, from December 2013 until April 2017, and prior to that, served as Senior Vice President and General Manager of New Businesses at Comcast, a global telecommunications provider, from 2009 until 2013. |
| Leena Munjal <i>Chief Digital Officer</i> | Ms. Munjal was appointed to her current position in January 2018. She previously served as Senior Vice President, Customer Experience and Integrated Retail, since October 2012. She was appointed as Divisional Vice President, Integrated Retail and Member Experience, in July 2011 and was promoted to Vice President in June 2012. From October 2009 to June 2011, she served as Divisional Vice President, and Chief of Staff, Office of the Chairman, and served as Chief of Staff, Office of the CEO, from November 2007 to November 2009. Ms. Munjal joined Sears as Director, Information Technology, in March 2003. |
| Robert (B.J.) Naedele <i>Chief Commercial Officer, Shop Your Way</i> | Mr. Naedele joined the Company in March 2017. Prior to joining the Company, he served in a variety of roles with Nike, Inc., a company engaged in the design, development, marketing and sales of athletic gear and apparel, which he joined in July 2008, most recently as Vice President, Strategic Growth Initiatives from March 2016 until February 2017, and prior to that as Vice President, Global Brand Marketing from July 2014 until March 2016 and Global Business General Manager from July 2012 until July 2014. |
| Perry (Dean) Schwartz <i>President, Hardlines</i> | Mr. Schwartz was appointed to his current position in April 2017. He previously served as President, Tools, Lawn & Garden, Fitness, Sporting Goods and Children's Entertainment from January 2017 until April 2017, as Vice President, Tools and Lawn & Garden from August 2016 until January 2017, as Vice President, Tools from May 2013 until August 2016, and as Vice President, Lawn & Garden from March 2009 until May 2013. |

| Name & Position | Responsibilities & Experience |
|---|---|
| Stephen L. Sitley <i>Chief General Counsel and Chief Compliance Officer</i> | Mr. Sitley was appointed General Counsel in November 2017 and became Chief Compliance Officer in December 2017. From June 2016 until November 2017, he served as Vice President, Human Resources Operations, Compliance and Associate Relations, and prior to that, was Deputy General Counsel, Litigation and Employment from June 2011 until June 2016. |

Schedule 11

Payroll

Pursuant to Local Rule 1007-2(b)(1)-(2)(A) and (C), the following provides the estimated amount of weekly payroll to the Debtors' employees (not including officers, directors, and stockholders) and the estimated amount to be paid to officers, stockholders, directors, and financial and business consultants retained by the Debtors for the 30-day period following the filing of the chapter 11 petitions.

| | |
|--|--------------|
| Payments to Employees (Not Including Officers, Directors, and Stockholders) | \$61,900,000 |
| Payments to Officers, Stockholders, and Directors | \$865,000 |
| Payments to Financial and Business Consultants¹ | \$4,700,000 |

¹ Pursuant to the retention applications filed, or to be filed, by these professional, and the applicable Bankruptcy Rules and Local Rules, the Debtors will not make any payment to financial and business consultants in the 30-day period following the filing of the chapter 11 petitions.

Schedule 12

**Cash Receipts and Disbursements,
Net Cash Gain or Loss, Unpaid Obligations and Receivables**

Pursuant to Local Rule 1007-2(b)(3), the following provides, for the 30-day period following the filing of the chapter 11 petition, the estimated cash receipts and disbursements, net cash gain or loss, and obligations and receivables expected to accrue that remain unpaid, other than professional fees.

| | |
|--|-----------------|
| Cash Receipts | \$709,706,000 |
| Cash Disbursements | \$928,815,000 |
| Net Cash Loss | (\$219,109,000) |
| Unpaid Obligations¹ | \$68,260,000 |
| Uncollected Receivables² | \$335,701,000 |

¹ Merchandise payables based on inventory purchases forecast and non-merchandise payables based on historical outstanding trend.

² Account receivables outstanding as of October 5, 2018.